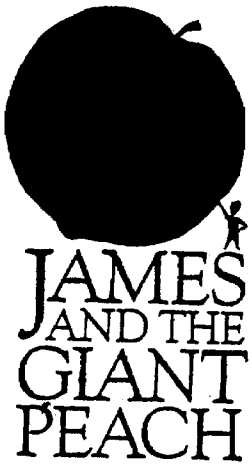
Combo Draft

7/5/95



Screenplay

by

Steve Bloom, Jonathan Roberts, Karey Kirkpatrick

based on the book
James and the Giant Peach
by
Roald Dahl

NOTE:
Two and three digit numbers = Scene #s
Four digit numbers = Sequence #s

1 IN THE DARKNESS... 1

We HEAR the peaceful sounds of insects CHIRPING in the night -- And then, faintly, rising distinctly above the rest is a SOLO VIOLIN, smooth as silk, equally as soothing.

The screen RIPPLES, as if a pebble has plopped into a still pool of water and the ripple continues until it FADES US INTO:

2 EXT. A SURREAL DREAMY BEACH - DAY 2

A smiling boy, JAMES, stands on the beach skipping stones.

NARRATOR (V.O.)
This is James Henry Trotter.

HIS FATHER scoops him up and playfully turns him upside down.

FATHER
I got ya!

They fall, LAUGHING. MOTHER strolls down the beach carrying a birthday cake and shielding SIX LIT CANDLES -- most prominently, one that features a YOUNG BOY RIDING ON THE BACK OF A GRASSHOPPER.

NARRATOR (V.O.)
He lived with his mother and father in a cozy little house by the sea.

MOTHER
Happy birthday, darling. Now quickly, blow them out before the wind does.

An excited James rushes up to Mother. Her gentle hands lower the cake, and the GLOW of the candles warms his beaming face.

FATHER
Make a wish first.

He closes his eyes, takes a big breath and BLOWS. We TILT UP. The still clouds behind him begin to move and form into magical shapes.

CUT TO:

2a OMIT 2a

2b A SKY FILLED WITH SLOW CHURNING CLOUDS 2b

3 JAMES, MOTHER AND FATHER LIE ON THE BEACH, pointing to the sky. 3

NARRATOR (V.O.)
It was a wonderful life. They had each other, and they had their dreams.

3 CONTINUED: 3

JAMES
Look. That cloud looks like a camel. And that one over there looks like a train engine.

FATHER
And can you see the tallest building in the world?

All James can see is a long, horizontal cloud.

JAMES
(trying)
I can't find it...

MOTHER
Try looking at it another way.

James thinks for a moment, then scoots around, rotating his position 90 degrees.

JAMES
I see it!

FROM JAMES' POV -- now it <u>does</u> fit the description. Father produces a TRAVEL BROCHURE WITH A PHOTO OF THE EMPIRE STATE BLDG.

FATHER
That's where we're going -- on a great ship that will take us across the ocean. And we'll go right to the top of that building. The three of us -- on top of the world.

JAMES
Are there any kids there, like me?

Father's hands unfold the brochure, accordion style, revealing other photos - namely, one where a THRONGS OF CHILDREN encircle a fountain in Central Park.

FATHER
Hundreds of them. It's a wonderful place, James -- a city where dreams come true.

James's hands reach up and gently touches the brochure.

NARRATOR (V.O.)
Then one day, a terrible thing happened...

A THUNDERCLAP smacks the sky. The BROCHURE FALLS revealing an OMINOUS GREY SKY. Clouds SWIRL and CHURN.

3 CONTINUED: (2) 3

NARRATOR (V.O.)
An angry rhinoceros appeared out of nowhere and gobbled up his poor mother and father...

We PULL BACK to see that James is now ALONE ON THE BEACH.

He stares up with a horror stricken expression as the clouds form into a wispy, smoky RHINOCEROS. It dips its head, aims its horn right at us, and CHARGES.

NARRATOR (V.O.)
Their troubles, if they had any at all, were over in thirty-five seconds flat. But James' troubles were just beginning.

And just as the beast gets right upon us...

SMASH CUT TO:

4 JAMES - BOLTING UP IN BED 4

Panting, beads of sweat on his forehead. He looks in his hand - he's clutching the brochure which is now tattered and worn. We HEAR LOUD, CLOMPING FOOTSTEPS coming up the wooden stairs. He shoves the brochure under his pillow.

NARRATOR (V.O.)
For now, he lives here...

DRAMATIC PULL BACK to get a quick view of his BLEAK ATTIC ROOM. WHIP PAN over to the door which SMASHES open.

NARRATOR (V.O.)
...with them!

SPIKER
Get up, you lazy little bug!

NARRATOR (V.O.)
Aunt Spiker...

SPONGE
You've already wasted four minutes of daylight!!

NARRATOR (V.O.)
...and Aunt Sponge. This is where the story really begins.

They move in towards James. SPONGE is short and round; small piggy eyes, a thin sunken mouth that is always frowning and a face that looks as if it's been boiled - like a soggy cabbage. SPIKER is tall and bony, with a thin sunken face.

4 CONTINUED: 4

SPIKER
Look at him! Lollygagging in dreamland when there's so much work to do.

SPONGE
Weeds to pull, wood to chop!

SPIKER/SPONGE
(right in his face)
Work, work, work, work, WORK!!

Like a musical count-off, the fifth "WORK!" is the downbeat of...

THE WORK MONTAGE - **TITLE SEQUENCE**

5 CLOSE ON THE FRONT DOOR OF THE AUNTS RAMSHACKLE HOUSE. The door flies open and A WOODEN CHEST ON WHEELS rolls out, the word "TOYS" emblazoned across it's front. TILT UP to find James pushing the toy chest which is filled with rakes, hoes, shovels, etc. He pushes it down the Barron, rocky hill to... 5

6 A SCRAGGLY PEACH TREE WITH NO FRUIT AND NO LEAVES. 6

James swings a pick axe at the dirt beneath the tree. The film's title appears beside this tableau:

JAMES AND THE GIANT PEACH

7 OMIT 7

8 OMIT 8

9 James polishes the grill of a 1936 Jaguar until it is shining like new. PULL BACK to reveal the rest of the car is all rust. 9

10 OMIT 10

11 James pulls laundry from a basket and hangs it on a clothesline to dry. First he pulls up Sponge's extra large girdle, then like scarves out of a magicians hat, he pulls out Spiker's long skinny gown -- which keeps coming, and coming, and coming... 11

12 James dusts a photo of Spiker and Sponge. PULL BACK to find that the whole wall is covered with various photos of them. 12

13 EXT. AUNT'S HOUSE/BENEATH THE PEACH TREE - MORNING 13

A LARGE BUTTERFLY lands on a table beside a pitcher of lemonade. SPLAT! - a hand-carved flyswatter squashes it into oblivion. (O.S. - we hear the SOUND of an axe CHOPPING WOOD).

13 CONTINUED: 13

SPIKER
Ew. Wouldn't want one of those nesting in your knickers.

With a grimace, SPIKER flicks the flyswatter and the bug flies off. It soars past Sponge who's so absorbed with her reflection in her long handled mirror, she doesn't notice.

SPONGE
I LOOK AND SMELL, I DO DECLARE
AS LOVELY AS A ROSE
JUST FEAST YOUR EYES UPON MY FACE,
OBSERVE MY SHAPELY NOSE!
BEHOLD MY HEAVENLY SILKY LOCKS...
...AND IF I TAKE OFF BOTH MY SOCKS
YOU'LL SEE MY DAINTY TOES!

SPIKER
BUT DON'T FORGET, MY DEAREST SPONGE,
HOW MUCH YOU TUMMY SHOWS!

Spiker pats Sponge on the belly with her flyswatter.

13a JAMES - SPLITTING WOOD AT THE WOODPILE 13a

wrestles with a huge axe, sweating profusely. He stops and looks their way.

13b OMIT 13b

14 OMIT 14

15 EXT. BESIDE THE HOUSE - DAY 15

James sits on the woodpile, staring at his BROCHURE OF NEW YORK.

FATHER'S VOICE
The three of us -- on top of the world.

Suddenly, the brochure is snatched out of his hands.

SPONGE
You lazy bug -- who told you to stop working!?

JAMES
I -- I finished the wood.

Spiker looks down at the brochure and GASPS!

SPIKER
A travel book! How dare you even dream of leaving!

15 CONTINUED: 15

SPONGE
This is the only home you'll ever have...

SPIKER
No one else would tolerate a worthless little nothing like you!

SPONGE
(snatching brochure back)
Now where did you get this!? WHERE!?

They back James into the wood pile.

JAMES
F-father gave it to me. He said we would go there one day.

SPIKER
Stupid, foolish man...

SPONGE
Foolish man...always dreaming! That's what got him killed...

SPIKER
...and your mother!

SPONGE
Had his head in the clouds, instead of looking were he was going.

SPIKER
He never even saw that rhino coming!

SPONGE
(taunting)
...that rhino...

SPIKER
And it will get you too if you don't behave!

SPONGE
(ripping up the brochure)
So get these stupid dreams out of your head...

She throws the ripped pieces into the wind.

SPIKER/SPONGE
...AND GET BACK TO WORK!

DISSOLVE TO:

16 EXT. AUNT'S HOUSE/ESTABLISHING - DUSK 16

Silhouetted against the dimming sky, James pulls his wagon up to the door, dusts his feet on the mat and steps inside.

17 INT. HOUSE - DUSK 17

Spiker and Sponge, dressed in ornate vintage dinner gowns, sit at the table feigning elegance as they eat their fish and thick potato chips.

Spiker takes a chip, waves it around under her nose, smells it then very daintily takes a few slow, mannered bites -- all as if she were sampling a vintage Bordeaux.

Unable to stop herself, she rapidly nibbles the chip away.

SPIKER
Careful, Spongey. Wouldn't want to ruin that girlish figure.

James enters; dirty, exhausted. He closes the door behind him and stands there. Spiker and Sponge turn. There's a beat as they stare at him.

SPIKER
(sarcastic)
Yes?...May we help you?

JAMES
I finished all of the chores.

SPONGE
What a coincidence...
(shoving last piece of fish into her mouth)
We finished all the dinner.

Sponge BELCHES. Spiker laughs.

SPIKER
Oh, Sponge you're such a tease.
(to James)
There's something special waiting for in the oven.

James brightens, rushes to the oven and opens it to find...

18 A PLATE OF FISH HEADS. 18

When he sees the plate, his face sinks. Spiker notices.

SPONGE
Oh, let me guess. It's not good enough for him.

CONTINUED:

SPIKER
What do you think this is -- Buckingham Palace?

SPONGE
Get out of our sight!

The aunts go back to their fine dining. James scampers towards the stairs.

On his way out of the kitchen, he spots a BROWN PAPER BAG in the trash with the words "TAYTO CRISPS" written on it. He checks to make sure the aunts aren't watching, then quickly grabs the bag, throws the fish heads in the trash, and darts up the stairs.

19 INT. JAMES' ATTIC ROOM - DUSK TO NIGHT 19

James hurries to his bed and excitedly opens the "TAYTO CRISPS" bag, hoping to find some potato chips inside. But the bag is empty. He pours the crumbs into his hand and licks them off of his palm, then tears the bag open and licks the salty inside.

He notices the warm sunlight streaming in from his window, takes his little suitcase and sets it on top of the chair, climbs up. He can barely get his chin over the ledge.

20 JAMES' P.O.V. 20

All he can see is the large reddish sun sinking into the horizon. A BLACK SPIDER lowers into frame. James smiles.

JAMES
Hello there. Where did you come from?

He tenderly reaches out and strokes the spiders back.

JAMES
You know, you probably shouldn't build your web up here in the window. Spiker and Sponge might see you, and they hate spiders.
(a beat, **INTRO MUSIC STARTS**)
I think you're very pretty. And if you want to, you can stay with me -- for a bit, at least.

During the following, he lets the spider crawl into his hand.

"JAMES (Very Far Away) - words and music by Randy Newman

JAMES
(singing)
MY NAME IS JAMES
THAT'S WHAT MOTHER CALLED ME
MY NAME IS JAMES

20 CONTINUED: 20

SO IT'S ALWAYS BEEN

He sits in his chair as the spider crawls from hand to hand.

JAMES
SOMETIMES I FORGET
WHEN I'M LONELY OR AFRAID
SO I GO INSIDE MY HEAD
AND LOOK FOR JAMES
(a sudden thought)
Can you keep a secret? It's something I've never shown anyone.

He lifts a section of the floor where he has little bits of stuff stored; string, paper clips, charcoal, some nubby crayons, the GRASSHOPPER BIRTHDAY CANDLE. He takes the charcoal and starts drawing on the open TAYTO bag. The first thing he writes is "NEW YORK CITY" across the top.

JAMES
THERE'S A CITY THAT I DREAMED OF
VERY FAR FROM HERE
VERY, VERY FAR AWAY FROM HERE
VERY FAR AWAY

James scribbles some crude drawings onto the paper; water, land on either side. On one side, Spiker and Sponge are depicted as silly, clown like creatures with too much make-up. On the other, he draws the Empire State Building. And lastly, he draws himself with wings flying over the water.

JAMES
THERE ARE PEOPLE IN THE CITY
AND THEY'RE KIND TO ME
BUT IT'S VERY, VERY FAR AWAY, YOU KNOW
VERY FAR

James folds the paper into an odd shape. He tears off one tip end, then blows into it. THE BAG INFLATES into a little balloon.

JAMES
THEY'LL SAY JAMES, JAMES, JAMES...
HOW ARE YOU?
ISN'T IT A LOVELY DAY

It's dark out. The sun has been replaced by a crescent moon. Using string from his secret hiding place, he secures his birthday candle beneath the bag

JAMES
JAMES, JAMES, JAMES
WE'RE SO GLAD YOU CAME HERE WHERE WE ARE,
FROM SO VERY, VERY, VERY, FAR

20 CONTINUED: (2) 20

He carries the balloon/bag and the spider to the window, sets it in the web and sends the balloon floating out towards the horizon.

JAMES
MY NAME IS JAMES, JAMES, JAMES...

He watches the balloon sail off into the night, glowing like a Japanese lantern. He strokes the Spider's fuzzy back.

JAMES
Good night. Pleasant dreams.

As the song fades, James continues to stare out. We hold on his face and hear those familiar SOUNDS OF NIGHT; the insects CHIRPING and BUZZING -- and that faint, sweet SOLO VIOLIN.

DISSOLVE TO:

21 INT. JAMES' ATTIC ROOM - MORNING 21

James lies asleep in bed when...

SPIKER'S VOICE
Ahhhh!! SPIDER!!

James bolts awake to find Spiker swatting at the web in the window with her trusty fly swatter.

SPIKER
VERMIN!!!! BEAST!!!!

James leaps out of bed and grabs the spider in his cupped hands.

JAMES
Wait! I'll get it!

Now Spiker is swatting at <u>him</u>. He sprints towards the door, still protecting the spider. The door opens and there stands SPONGE, bug sprayer in hand.

SPONGE
WHERE IS IT!?

Sponge blasts the bug spray right in James' face. He stumbles into her, the two of them fall through the doorway.

21a INT. TOP OF THE STAIRS 21a

...they slide down the staircase. James rides down on Sponge's belly as if she were a bobsled. With a dull THUD they land in...

21b THE KITCHEN 21b

James is thrown off. He checks his hands but he no longer has the spider. Spiker bolts down the stairs, flyswatter in hand. Sponge

21b CONTINUED: 21b

is still struggling to get up. When she turns her face our way, we see that the Spider is now RIGHT ON HER NOSE.

SPONGE
AHHHHH!! GET IT! GET IT!!

The Spider crawls away and - SWAT! - the swatter comes down right on Sponge's face. James scoops up the spider and hurries out the front door with Spiker calling after him.

SPIKER
Kill it! KILL IT! KILLLL IIIIITTTTT!!

22 EXT. HOUSE/LAUREL BUSHES - DAWN 22

The aunts HARPING VOICES echo over this overcast, misty morning.

SPONGE (O.S.)
You hit me in the face!! I can't believe you hit me in the face!!!

SPIKER (O.S.)
Oh, do shut up! You're such a bore!

Dense fog covers the cold, hard ground. James runs down from the house to the far end of the garden. He hides himself in a dirty old clump of LAUREL BUSHES that nestle against the wall. He opens his cupped hands near a fair sized HOLE IN THE WALL and lets the Spider go -- but she keeps coming back to him.

JAMES
Go on. Get out of here. Get as far away from this place as you possibly can.
(forlorn, defeated)
I wish I could.

OLD MAN (O.S.)
What's stopping you?

James looks up to find a DERANGED OLD MAN casually lying across the top of the wall supporting his head with his hand. He's a frightening sight. Grimy clothes, gray stubbly whiskers, one eye half shut, the other sporting a crazed stare. James backs away.

OLD MAN
Don't be frightened, James. I mean you no harm.

JAMES
H-how do you know my name?

OLD MAN
Oh, I know more than just your name.

22 CONTINUED: 22

The old man leaps off the wall, right in front of James.

OLD MAN (CONT'D)
What would you say if I was to tell you that the answer to all your troubles is right inside this little bag.

He holds up a PAPER BALLOON; the one that James made with the "TAYTO CRISPS" bag.

JAMES
(recognizing the bag)
Hey, that's my...

OLD MAN
Of course it is! Go on, James. Have a look!

He holds the bag open. James is leery at first, but he hears a faint MUSICAL TINKLING accompanied by a RUSTLING SOUND. James reaches out and pulls the edge of the bag down enough to see...

23 INSIDE THE BAG 23

There is a mass of GREEN THINGS, moving very slightly. And then, for an instant, THEY GLOW!

OLD MAN
There's more magic in them things than in all the rest of the world put together!

JAMES
What are they?

OLD MAN
Crocodile tongues!

JAMES
Tongues?

24 The OLD MAN peers around the bag. James cautiously steps back. 24

OLD MAN (CONT'D)
One thousand long, slimy crocodile tongues boiled up in the skull of a dead witch for twenty days and twenty nights! Add the fingers of a young monkey, the gizzard of a pig, the beak of a parrot, and three spoonfuls of sugar. Stew for a week -- and let the moon do the rest!

He opens that half-shut eye - his eyeball is AS WHITE AS THE MOON. James is awestruck.

24 CONTINUED: 24

OLD MAN (CONT'D)
Take 'em -- and marvelous things will happen -- things even you have never dreamed of.

JAMES
(intrigued)
Like what?

OLD MAN (CONT'D)
Like you will never be miserable again. And you are miserable, aren't you, James?

James bows his head and slightly nods. He'd almost forgotten how miserable he was.

OLD MAN (CONT'D)
You weren't meant to be. That place you're dreaming of isn't as far away as you think.

He pushes a stone through the wall, and it falls out on the other side. Through the opening, James sees:

THE FOG COVERED GROUND AND THE DISTANT OCEAN. On the horizon, the NEW YORK SKYLINE magically appears, looking closer than ever.

The Old Man appears in the opening, ON THE OTHER SIDE OF THE WALL.

OLD MAN (CONT'D)
And it'll be that much closer once you've taken the first step.

JAMES
But how? This doesn't make any sense.

OLD MAN
Not up here it doesn't.
(pointing to his own head)
The answers...

He points a finger through the opening, it lands on James' heart. When James looks up, the OLD MAN is right in front of him.

OLD MAN (CONT'D)
...are here.
(holding up the bag)
And the magic -- is here.

He gives the bag a little shake.

OLD MAN
So -- what'll it be James?

24 CONTINUED: (2) 24

James is transfixed. He stares at the bag. He wants to take it but he's scared. He checks over his shoulder for his aunts.

The Old Man holds up the bag, staring at James with those wild eyes. James' breathing begins to quicken, he reaches up his hands, hesitates, looks up at the Old Man who gives him a slight nod -- and then, very quickly -- HE GRABS THE BAG.

The Old Man wraps his big hands around James' small ones.

OLD MAN (CONT'D)
Now, listen to me. Don't let them get away, because if they do, they'll work their magic on whoever or whatever they meet first. Understand?
(off James' nod)
Good.

The Old Man releases him and as soon as he lets go...

A strange, fierce wind whips up. The DISTANT WIND CHIMES build to a frenzy. Dust blows. James covers his eyes and when he moves his hand away...

THE OLD MAN IS GONE.

SPIKER (O.S.)
Where are you hiding, you miserable tick!?

25 EXT. BACK OF HOUSE - MORNING 25

Dense fog still covers the ground, and the sky is a foreboding gray. Ominous clouds swarm over the house.

SPONGE (O.S.)
Quick sticks or you'll have no legs!

James slips out of the laurel bushes and races towards the house. HE TRIPS on a root and falls right underneath...

26 THE OLD, BARE, PEACH TREE. 26

He sprawls, face-first, on the ground. The bag rips and the green things scatter. Frantically, he tries to gather them up but THEY MOVE AWAY FROM HIM! He is shocked to seem them squirming away like little frightened lizards. His tiny fingers try to grab them but they BORE INTO THE GROUND, and in no more than three seconds, THEY HAVE COMPLETELY VANISHED INTO THE EARTH!

James lies there staring wide eyed at the ground - not believing what he's just seen, panting, all hope seemingly lost.

26 CONTINUED: 26

SPIKER (O.S.)
Here he is!

SPONGE (O.S.)
Get up, you lazy little worm.

Sponge's chubby hand grabs James at the armpit and yanks him up.

SPONGE (CONT'D)
We sent you out here to kill a spider...

SPIKER
..not to laze about.

JAMES
I wasn't lazing about. I tripped.

SPONGE
How dare you disagree with us!

SPIKER
Beat him, Sponge!

She rears back as if she's going to hit him, then...

SPONGE (CONT'D)
Oh...it's too early.

SPIKER
Well, that makes you the luckiest boy alive!
(marching him towards the house)
Now, go inside and get dressed!

She pushes James forward and he's about to run to the house when...

SPONGE
Spiker, look! A peach!

SPIKER
A what?!

SPONGE
A peach!

27 A DRAMATIC PUSH IN on the peach tree reveals one single PEACH. 27
And since it is the only thing with color, it practically glows.

SPONGE (CONT'D)
There! On that branch!

27 CONTINUED: 27

SPIKER
Why, that old tree's never had so much as a blossom on it, let alone --
(a beat)
Well, I'll be blowed! There really is a peach up there! A nice big one, too!

James stares up at it, beaming.

SPONGE
A big, fat, beaut.
(beat)
How can we get it?

The aunts look at each other, then...

SPIKER/SPONGE
The boy!

Simultaneously, they turn to James.

SPONGE
Now, be a good little boy and climb up there and get that peach for your dear aunties.

JAMES
Can we eat it?

SPONGE
(sweet)
Of course we can...we'll share it.
(suddenly screaming)
ME AND AUNT SPIKER! NOW START CLIMBING!

Sponge grabs James and literally pushes him up into the tree. She's so anxious to get her chops into that peach, she's practically salivating.

SPIKER
Wait!

SPONGE
(hungrily impatient)
What, what, what, what, what?

SPIKER
It's... it's... GROWING.

SPONGE
(eyeing James' foot in her face)
The boy?

27 CONTINUED: (2) 27

SPIKER
The peach, you idiot! Look!

28 The peach STRETCHES and GROWS until it's doubled in size. Sponge peers around James and can now see the peach for herself. JAMES, awestruck, CONTINUES CRAWLING UP TOWARDS IT. She yanks him out of the tree. 28

SPONGE
Get down from there.

JAMES
But I won't get hurt.

SPONGE
Well, the peach might!

Sponge shoves James aside, then steps back from the tree to get a better look. She is beside herself with gluttonous excitement.

SPIKER
What a peach! What a peach!

The STRETCHING SOUND echoes as the peach CONTINUES TO EXPAND.

SPONGE
Look! It's still growing.

SPIKER
I'm not blind, you dolt! I can see it myself!

It's TWO FEET IN DIAMETER, then THREE FEET!

SPIKER
Look at it go! It's a miracle!

SPONGE
It's...it's...it's coming down! Stand back!

Sponge withdraws a bit, but the branch doesn't break. The peach keeps on growing accompanied by that LOUD STRETCHING SOUND - getting bigger and bigger until it is the size of a small house - TWENTY FEET IN DIAMETER!

SPIKER
(shrieking with delight)
Oh!...Ooooh.!...My heavens!!

The tree bends, and the peach rests on the sloping ground. It shifts just a little, and finally, the STRETCHING SOUND STOPS. THE PEACH HAS FINISHED GROWING.

28 CONTINUED: 28

There is a still pause. Spiker, Sponge and James are all motionless, gawking at this huge peach that towers over them.

JAMES
Marvelous things will happen...just like he said.

SPIKER
Shut up, you little grub. It has nothing to do with you, so just keep away from it.

Sponge takes a big sniff. And then another. She licks her lips and catches a tiny stream of drool with her tongue.

SPONGE
Can you smell that, Spikey?! It smells delicious.

Lured by the fragrance, she walks towards the peach, about to take a bite when Spiker's bony hand grabs her by the shoulder.

SPIKER
No. It smells like -- money!

They look at each other and off the greedy glint in their eyes...

SMASH CUT TO:

29 OMIT 29

30 EXT. THE PEACH - DAY 30

We're CLOSE ON A HAMMER as TWO CARPENTERS pound a nail into a sign. O.S. - an old GRAMOPHONE plays an upbeat British military song.

PULL OUT to see that the sign reads: "SEE THE WORLD'S LARGEST FRUIT! NATURE'S GREATEST MONUMENT!" It's mounted to a wooden fence which surrounds the peach. An endless LINE OF PEOPLE snakes out of a turnstile, across the yard, out the gate and down the hill. CHILDREN skip around, laughing and pointing.

Spiker stands on an overturned milk crate, collecting gobs of money as the line begins to file in. Sponge marches along the line of people who are all staring up, standing on tip-toe trying to get a glimpse of the peach.

SPONGE
Eyes down! Eyes down! No peeking at the peach until you pay!

FRONT OF THE LINE

People file in through the turnstile. Spiker takes their money.

30 CONTINUED: 30

SPIKER
Children?...cost you double. Old Person?...cost you double. Blue blazer?...cost you double!!

An INNOCENT GIRL steps up, clinging to her mother's hand. Her mother pays the money.

INNOCENT GIRL
Can we touch it?

Spiker looks down, the veins in her neck pulsing in anger!

SPIKER
Touch it? You want to touch it?!! Next thing you know, you'll want to taste it!

She grabs the girl's mother and pushes both of them out of line.

SPIKER (CONT'D)
Admission refused! This child has too many cheeky ideas!

IN LINE, we hear a CLICK, CLICK. Sponge spins around to find an ELDERLY MAN has just snapped a picture with his camera.

SPONGE
Give me that, you sneaky old codger!

She grabs the camera, opens it and pulls out the film out!

And we PULL UP AND AWAY from this scene, getting a good overhead view of the huge peach in its fenced-in pen and the throngs of people lined up to see it. All sound FADES OUT except for the CHILDREN'S LAUGHTER as we MOVE UP towards the the house and into...

31 INT. JAMES' ATTIC BEDROOM - DAY 31

James stands on his chair, staring out the window at all the children below. He's wearing his finest outfit - a worn blazer and tie with scuffed up dress shoes. The sound of the CHILDREN'S LAUGHTER rises to an almost deafening volume.

DISSOLVE TO:

31a EXT. THE HOUSE - DUSK 31a

Establishing. The house stands in silhouette against the dark sky beneath the light of the crescent moon.

SPONGE'S VOICE
(sing-song)
Oh, yoo hoo! Come down here!

32 INT. KITCHEN - DUSK 32

At the same table where they sat stuffing their faces, the aunts now sit counting their huge piles of MONEY.

James mopes down the stairs, his head hung low, still wearing his coat and tie.

JAMES
Yes, Auntie Sponge?

SPONGE
(looking up at him)
Why, you're all spiffed up!

JAMES
I was hoping to play with the children.

SPIKER/SPONGE
(turning to each other)
Awwwwww.

SPIKER
The children are gone.
(handing him a stick with a nail in it)
But you can play with their garbage!

She hands him a canvas sack. James takes the stick and sack and saunters to the door.

James opens the door and peers out into the darkness.

SPIKER
And don't even <u>think</u> of going near that peach...

SPONGE
Because if you do, just remember...
(maliciously scaring him)
They never did catch that rhino.

James swallows the lump in his throat and steps outside.

33 OMIT 33

34 EXT. THE PEACH PEN/OUTSIDE THE FENCE - NIGHT 34

There's a bright CRESCENT MOON, enough to cast an eery light on the peach which stands deserted in its fenced-in pen. A pale and forlorn James makes his rounds outside the fence, spearing trash and depositing it into his overloaded canvas sack.

He stabs a candy wrapper, a few ticket stubs -- then, THE REMAINS OF THE "TAYTO CRISPS" BAG THE OLD MAN GAVE HIM. He takes it off

34 CONTINUED: 34

the nail and in his frustration, he tears it in half. He's about to throw it away when he sees A GREEN GLOW in corner of the bag! Suddenly, one last GREEN THING shoots out and darts INSIDE THE FENCE. James chases after it as it zigzags around.

The green thing BURROWS INTO THE UNDERSIDE OF THE PEACH. James digs his hand in after it, comes up with a handful of juicy peach, and takes a huge inhale - smells delicious. Overcome by hunger, he raises the hunk of peach to his mouth.

35 CLOSE ON THE GREEN THING 35

It rolls out, then springs up into the hunk of peach just as James shoves it into his mouth.

James shudders a little, feeling faint. His stomach GROWLS. THAT WIND KICKS UP, and WE HEAR THOSE TINKLING WIND CHIMES.

36 THE HAND-SIZED HOLE IN THE PEACH GROWS BIGGER! 36

It irises open enough for him to crawl in. He removes his canvas sack and inspects the hole with great curiosity -- feels the soft gushy edge, smells that heavenly fragrance. It looks big enough. And there's a FAINT LIGHT emanating from inside.

JAMES CRAWLS INSIDE THE PEACH! First, he sticks his head in...then his shoulders... then the rest of him.

1100 INT. TUNNEL INSIDE THE PEACH - NIGHT 1100

A SOFT WARM LIGHT illuminates the tunnel. James crawls along on an upward slant, slipping occasionally on the gushy peach walls.

He arrives at a DOORWAY, covered with paper. GREEN LIGHT filters through from the other side. James reaches out to the paper, and his hand passes through the light -- only IT ISN'T HIS HUMAN HAND -- it's different, thinner. He inspects it, feels his face.

He moves up closer and as the warm, diffused light spills over his face, we see that James has been magically transported into the world of STOP-MOTION ANIMATION.

He hears VOICES on the other side of the paper-wall. *

VOICE (O.S.) *
(CENTIPEDE) *
Eh! The coast is clear! I say we bust *
outta here now! *

James carefully tears a small hole in the paper and peers through. *

INT. PEACH PIT/JAMES'S POV - **STOP-MOTION ANIMATION** *

We now see what this paper is--an enormous large TOMATO SEED * PACKET. Pictured on it are two CARTOON TOMATO HEADS. James has *

CONTINUED:

unknowingly ripped through one of the head's eyes and stuck his own eye in its place. James peers down into the pit, amazed to see:

A large EARTHWORM easily the size of James speaks up. He's blind and wears dark sunglasses as he slithers around on a huge sundial that covers the peach pit floor.

EARTHWORM
(tremulously)
Out? In the open? We'll all be squashed! Swatted! Smooshed!(rhymes with "bushed") Oooh.

The Earthworm bumps into the barrel, knocking his black glasses off.

Out of nowhere, a LARGE GREEN GRASSHOPPER hops over a glove. He is a proper, elderly British gentleman.

GRASSHOPPER
(very Gielgud)
No one is going to *"smoosh"* you, my dear boy. You're six feet long now!

EARTHWORM
(miserable)
Bigger target.

Suddenly, JAMES stumbles, and the paper makes a loud RRRRIP!

CENTIPEDE
Let the biddies come! I'll take 'em both on! Wit six hands tied behind my back! I'm undefeatable. I'm indivisible.I'm...(looks up and sees James falling towards him)

JAMES
Ahhhhhhh!

CENTIPEDE
...in trouble!

JAMES tumbles down onto the sundial, knocking the bugs over. PANIC! PANDEMONIUM! The Grasshopper bounces off the walls. He lands on Centipede and slides off Earthworm.AD LIB "Oof, Hey, Ouch!"

EARTHWORM
What's going on?

CONTINUED: (2)

GLOW-WORM
Hello.

EARTHWORM
Who is it? Tell me what's going on?

GRASSHOPPER
By Jove, it's the lad from the house. What's his name?

CENTIPEDE
Miserable Tick.

Startled, James turns to this new voice. The CENTIPEDE, a many-fisted tough guy from the rough-and-tumble streets of New York, swaggers into view.

LADYBUG
No, no; it's...um...uh... Rotten Little Grub!

On the wall behind James, we see AN OMINOUS SHADOW OF A HUGE SPIDER lowering herself by her thread.

JAMES
(frightened)
I'm...I'm not a bug.

Insulted, the Centipede pedals his many fists like a boxer.

CENTIPEDE
Somethin' wrong wit bein' a bug?

JAMES
(frightened)
No! It's just that my name is...

SPIDER
James.

And now we see the Spider herself. There is a sexiness to her pitch black body and her long thin legs.

JAMES
Aaah! Please don't eat me!!

A beat... then all of the bugs burst out laughing.

LADYBUG
Good heavens! Don't be absurd.

GRASSHOPPER
I'm a vegetarian.

CONTINUED: (3)

EARTHWORM
I eat dirt.

SPIDER
No one will be eating you, James.

CENTIPEDE
Nah. She'll just puncture yer head and suck out the juice.

SPIDER
(to Centipede)
No, that I am saving for you.

CENTIPEDE
Just try me baby.

SPIDER
(chasing Centipede)
Ssssss!

The Grasshopper helps James to his feet, and smoothes his shirt. Lady bug notes James's face, still smudged from cleaning up the garbage.

LADYBUG
Good heavens.Don't be frightened dearie.

The Ladybug pulls a tissue from her handbag, dabs it to her tongue, and maternally wipes the smudges from his face. James quivers fearfully at her touch.

JAMES
(quivering)
But...you're enormous bugs!

GRASSHOPPER
Perplexing, isn't it? Defies all scientific understanding.

LADYBUG
We've all changed. And so have you.

JAMES
I have?

LADYBUG
Here. Take a look for yourself.

The Ladybug takes a mirror from her handbag; a mirror bigger than the bag itself. She holds it up for James who sees himself for the first time in his transformed state. He is dumbstruck. Then it dawns on him...

CONTINUED: (4)

JAMES
(realizing)
"*Marvelous things will happen...*".

LADYBUG
What was that, dearie?

JAMES
The Old Man--the one who gave me the green things--he said marvelous things will happen.

GRASSHOPPER
Well, I'd say this qualifies as "marvelous."

EARTHWORM
Marvelous? It's a disaster! What are we going to do? Where are we going to go?! I need a hole. I need a little soft dirt. That'd be marvelous.

THE MUSIC COMES UP AS WE GO INTO "THAT'S THE LIFE FOR ME":

EARTHWORM
(spoken)
THAT'S THE LIFE FOR ME
THAT'S THE LIFE FOR ME
THAT'S THE LIFE
THAT'S THE LIFE FOR...

CENTIPEDE
BRIGHT LIGHTS, BIG CITY
THAT'S WHERE WE GOTTA GO.
WHERE THE FOOD IS GREAT
AND THE BUGS ARE SO PRETTY
I'D LIKE TO GET MY ARMS
AROUND A HUNDRED OR SO.
I'LL HUG 'EM, SQUEEZE 'EM
HOLD 'EM TIGHT. Oink.
SLEEP ALL DAY, DANCE ALL NIGHT
THAT'S THE LIFE FOR ME
THAT'S THE LIFE FOR ME
THAT'S THE LIFE
THAT'S THE LIFE FOR...

SPIDER
YOU LITTLE MAGGOT.
HAVE YOU EVER SEEN THE MOON
GLIDING THROUGH THE WESTERN SKY?
A DEAD OAK TREE BY THE WATERSIDE
AND PUTRID VAPORS RISING.

CONTINUED: (5)

LADYBUG
That sounds lovely dear
I'm sure we all agree
But I prefer the sunshine.

A LITTLE PARK RIGHT IN THE
CENTER OF THE TOWN
FLOWERS EVERYWHERE,
CHILDREN ALL AROUND ME
I LOVE IT.
LANDING ON A BABY'S CHEEK
SO WARM, IT'S WONDERFUL,
WONDERFUL.

THAT'S THE LIFE FOR ME
THAT'S THE LIFE FOR ME
THAT'S THE LIFE
THAT'S THE LIFE FOR ME.

GRASSHOPPER
ELEGANT CONVERSATION.

CENTIPEDE
BRIGHT LIGHTS, BIG CITY.

GRASSHOPPER
...AN ELEVATED POINT OF VIEW.

CENTIPEDE
THAT'S WHERE I'D GO

GRASSHOPPER
INTELLECTUAL STIMULATION

CENTIPEDE
YEAH, MAYBE FOR YOU.

GRASSHOPPER
AND SOMEONE THERE TO SHARE IT WITH YOU.

ALL THE OTHERS
LANDING ON A BABY'S CHEEK
SO WARM, IT'S WONDERFUL
WONDERFUL.
THAT'S THE LIFE FOR ME.

LADYBUG
IT'D BE WONDERFUL

ALL THE OTHERS
THAT'S THE LIFE FOR ME.

CONTINUED: (6)

GRASSHOPPER
WOULDN'T IT THOUGH.

EARTHWORM
MARVELOUS.

ALL THE OTHERS
THAT'S THE LIFE
THAT'S THE LIFE
THAT'S THE LIFE
THAT'S THE LIFE FOR...

Suddenly, from outside of the peach, we hear:

SPONGE
What's going on out here?!

EARTHWORM
It's them!

EXT. NIGHT

SPONGE
LOOK AT THIS PLACE! IT'S STILL FILTHY!

The bugs all cringe in recognition.Centipede goes to top of peach.

SPIKER
WHERE ARE YOU, YOU DETESTABLE LITTLE WORM?!?

INT. PEACH

EARTHWORM
Aaaah!

JAMES
Not you! Me.

47A EXT. HOUSE - NIGHT - **LIVE ACTION**

Spiker and Sponge stand in the doorway.

SPONGE
YOU'D BETTER NOT BE NEAR OUR PEACH.

They move out into the yard, lighting their way with gas lanterns.

1100 INT. PEACH PIT 1100

The bugs and James stare upward fearfully.

LADYBUG
Oh, please don't let them spray us!

EARTHWORM
Spray us? They'll see the Yank up there and come after us with a shovel! It happened to my brother!

JAMES
How awful.

EARTHWORM
Split him right down the middle!
(sobbing)
Now I have two half brothers.

James shudders.

GRASSHOPPER
Shhhh. They'll hear us.

1200 EXT. TOP OF THE PEACH - NIGHT 1200

About to make his escape, the Centipede pops his head out of the top of the peach. He sees the Aunts approach. Frantic, he spots the stem and feverishly starts chewing at it with the pincers on top of his head.

INT. PEACH -**STOP MOTION ANIMATION**

They look at each other, mystified.

48 EXT. AUNTS'HOUSE/OUTSIDE THE PEACH - NIGHT - **LIVE ACTION**

The aunts search the yard for James, lanterns aglow.

SPIKER
Yoo hoo! Where are you, boy?

SPONGE
(taunting; sing-song)
I think I hear a rhino out here.

In the darkness, we hear a distant CRUNCH-CRUNCH-CRUNCH.

SPIKER
Shhh! I really do hear something.

Spiker and Sponge peer out into the night.

1200 EXT. TOP OF THE PEACH - NIGHT - **MINIATURE** 1200

We see the silhouette of the Centipede as he continues chewing through the peach stem. Suddenly, WE HEAR A LOUD SNAP!

AUNTS
Aaah! The car!

INT. PEACH PIT - NIGHT - **ANIMATION**

THE WHOLE ROOM SHIFTS! Everyone slides across the floor. The Centipede falls in from the ceiling.

JAMES
What's that?

CENTIPEDE
Fasten your seat belts, kids!

The room shifts even more. James and the insects topple over one another.

JAMES
We're turning.

EARTHWORM
WHAT HAVE YOU DOOOOOOOONE!!

50 EXT. BENEATH THE PEACH/INSIDE THE FENCE - NIGHT -**LIVE ACTION**
The aunts spin around to find the peach ROLLING RIGHT TOWARD THEM!

SPIKER/SPONGE
Ahhhhhhhh!!!!

They retreat down the hill with the peach on their heels. Quickly, they dive into their old Jaguar and try to start the engine.

SPONGE
C'mon, c'mon, let's hurry!

The shadow of the peach nearly swallows the car.

SPIKER
Shut up! I am hurrying!

SPONGE
Well, hurry faster! It's the peach. Our peach. We'll be killed.

They both look back, see the peach approaching and DUCK DOWN as...

51 THE PEACH ROLLS OVER THE CAR, CRUNCHING IT. *

1200 INT. PEACH PIT - **ANIMATION** 1200

James and the insects try to keep up as if they were on a treadmill. *

JAMES AND INSECTS *
WHOA!! *

53 EXT. PEACH - CONTINUOUS - **LIVE ACTION** *

The peach ROLLS DOWN THE HILL, zooming right at us, out of frame. *

1200 INT. PEACH PIT - CONTINUOUS - **ANIMATION** 1200

Like tumbling laundry, James and the bugs bounce around the room. *

55 EXT. THE PEACH - **LIVE ACTION** *

It rolls through a village, racing down towards a small church.

56 TWO CATHOLIC GIRLS SIT BESIDE A TOMBSTONE, sneaking a smoke. The peach hits the tombstone and soars over them.

57 THE PEACH SAILS OVER THE CHURCH AND LANDS WITH A THUD.

JAMES AND INSECTS *
OOFF! *

INT. THE PEACH PIT - **STOP MOTION ANIMATION** *

The insects are looping right towards us. *

1200 EXT. PASTURE/FENCE - NIGHT - **MINIATURE** 1200

A ROOSTER sleeps on a fence. The huge peach appears on the horizon, looking very much like the rising sun. The rooster sees it, begins to crow but the peach is soon RIGHT UPON HIM. The rooster SQUAWKS and flies out of the way as the peach CRASHES through the fence. * * * * *

INT. THE PEACH - **ANIMATION** *

MUSIC BUILDS. The peach spins so furiously, James and the insects are pressed against the sides of the room by centrifugal force. As the momentum increases, their faces are flattened by the G-forces. Soon, they're nothing more than a whirring blur.

JAMES AND INSECTS *
WHOOAH! *

65a EXT. AUNT'S JAGUAR - NIGHT

CONTINUED:

There is stillness for a moment, then Spiker's foot SMASHES THROUGH THE FRONT WINDSHIELD. SPONGE'S FIST slams through the roof. With much GRUNTING AND GROANING, the roof of the car stretches as SPIKER AND SPONGE, on an angered adrenaline burst, PUSH THEIR HEADS THROUGH THE RUSTY CEILING OF THE CAR..

1200 EXT. PASTURE/STEEP HILL - **MINIATURE** 1200

The peach rolls down a hill towards a steep cliff. *

EXT. AUNTS' JAGUAR - AUNTS' POV - (CONTINUOUS)

They see the peach rolling away, and point at it.

SPIKER
Aaaah! *

SPONGE
HOW DID THIS HAPPEN!? *

Spiker and Sponge suddenly look at each other and say... *

SPIKER AND SPONGE *
The boy!!! *

EXT. PASTURE/STEEP HILL - **MINIATURE** *

The peach continues rolling down the hill, picking up A PICKET FENCE which wraps around it in a spiral. It reaches the ramp-like end of the hill and LAUNCHES INTO THE AIR * * *

EXT. BASE OF THE CLIFF - **MINIATURE** *

We're staring up the side of this jagged precipice. The peach hovers high overhead, and then races right towards camera. * *

JAMES AND INSECTS *
WAAAHH! *

EXT. JAGUAR - **LIVE ACTION** - NIGHT *

We're close on the aunts, staring, so enraged their eyes turn a burning shade of peach. They both GASP in horror.

SPIKER AND SPONGE
OUR PEACH!!!

As their voices echo, we...

FADE TO BLACK.

1300 IN PITCH BLACK DARKNESS... 1300

DEAD SILENCE FOR A FEW LONG BEATS, then we hear a few soft GROANS and the sound of creatures STIRRING from unconsciousness. The Ladybug squeals in pain. *

LADYBUG'S VOICE *
Oh, somebody pinched me! *

CENTIPEDE'S VOICE *
Sorry! Thought you were the Spider. *

We hear a LOUD SLAP! *

GRASSHOPPER'S VOICE *
Ouch! What was that??? *

SPIDER'S VOICE *
Excuse! I thought you were the *
Centipede. *

JAMES'S VOICE *
I think I found the hatch... *

A crack of light as James opens the hatch a tiny bit, and * brilliant sunlight streams in, turning the blackness to blinding * white. *

CUT TO: *

1400 A GREAT BRILLIANT WARM BEAM OF SUNLIGHT. 1400

1400 EXT. TOP OF PEACH - DAY 1400

James steps out onto the surface and hears a SCREECH. He looks up to see a flock of seagulls circling overhead. He smiles, and takes two more steps to see...

NOTHING BUT WATER FOR MILES AND MILES. *

JAMES
Oh, my.

He is awed by this dream like world of rich color and beauty, but at the same time intimidated by the sheer expanse of water that surrounds them. He crawls up onto the stem to get a better look.

The Ladybug emerges from the tunnel first. She sees the ocean for the first time.

LADYBUG
Oh, my, my.

1400 CONTINUED: 1400

EARTHWORM
(emerging)
Oh my aching back!

The Grasshopper climbs onto the deck and stretches his long limbs.

GRASSHOPPER
Fascinating; isn't it?

EARTHWORM
What??? What's fascinating??? Tell me! Don't leave me dangling!

SPIDER
We are in the middle of the...how do you say...the big puddle?

CENTIPEDE
Biggest puddle of 'em all, Angel Fangs: the Atlantic Ocean!

GRASSHOPPER
Technically, the Pacific is larger.

CENTIPEDE
(bluffly)
Well; *that* goes without *saying*.

EARTHWORM
(nervously)
But there *is* land in sight?

LADYBUG
(brightly)
Nothing but blue skies and clear waters.

EARTHWORM
(to Centipede)
Ohhh, this is all your fault.

CENTIPEDE
Hey, wasn't for me, we'd <u>all</u> be Spiked and Sponged by now.

The creatures now notice that James is standing off by himself, looking out in awe.

SPIDER
This old man with his green things, did he happen to speak to where we are going?

1400 CONTINUED: (2) 1400

JAMES
No. All he said was the answers would be right here.

James taps his heart.

EARTHWORM
(despairing)
Oh, that sounds specific.

James is surprised to feel something in his shirt pocket, his NEW YORK BROCHURE which has been magically reassembled!

JAMES
My travel book! And look! It's the peach!

Where once an airplane was depicted crossing the ocean, there is now the peach. James is ecstatic.

JAMES
We're going to New York City!

CENTIPEDE
New York! That's my home town.They love me there!

JAMES
(to Ladybug)
Wonderful!They've got a whole park full of leaves for you Miss Ladybug.

CENTIPEDE
Central Park!

JAMES
And loads of dark hiding places.

CENTIPEDE
Nightclubs!

JAMES
And museums and concerts.

CENTIPEDE
Not to mention Yankee stadium.

EARTHWORM
What about me?

JAMES
Why they've got miles and miles of underground tunnels.

1400 CONTINUED: (3) 1400

James shows the Earthworm an illustration of the subway.

CENTIPEDE
The subway.

JAMES
My father says it's the place where dreams come true.

THE REPRISE OF "THAT'S THE LIFE"

GRASSHOPPER
New York it is then. Now how do we get there?

CENTIPEDE
I'll get us there!

GRASSHOPPER
You???

CENTIPEDE
Sure! I've sailed all the five seas. From the sun-drenched reefs of Bora Bora to the icy shores of Tripoli! Commodore Centipede they used to call me!

GRASSHOPPER
(quietly)
Seven.

CENTIPEDE
Huh?

GRASSHOPPER
There are seven seas. And Tripoli is in the sub-tropics. *Commodore.*

An offscreen SCREECH. James looks up and sees a flock of seagulls. Meanwhile, the Centipede takes command...

CENTIPEDE
Trim the sails!

LADYBUG
There are no sails.

CENTIPEDE
Stoke the engines!

EARTHWORM
There are no engines.

1400 CONTINUED: (4) 1400

CENTIPEDE
I CAN'T WORK WITH THIS MISERABLE CREW!!! *

EARTHWORM
Great, we're stuck here until we shrivel up and die!

GRASSHOPPER
Highly improbable...

LADYBUG
That's a relief...

GRASSHOPPER
We're far more likely to drown.

The bugs moan in despair.

LADYBUG *
Oh no! *

Then a small voice is heard... *

JAMES
I know. We could...
(SIGHS)
No. It's a stupid idea.

GRASSHOPPER
(glaring at Centipede)
Compared to what?

JAMES
(tentative)
Well...we could fly out.

CENTIPEDE
He's right. It's stupid.

LADYBUG
How would you do it, James?

JAMES
With those seagulls. But we'll need string.

EARTHWORM
(sarcastic)
Oh, I'll just go to the stationers and pick up some paper clips while I'm at it.

1400 CONTINUED: (5) 1400

SPIDER
I have string. Miles of string. *

Everyone is stunned at this contribution from the usually aloof Spider.

JAMES
And we'll need bait. Bird bait.

They all turn to the Earthworm, but being blind he is oblivious to this.

EARTHWORM
Bird bait!Where do you expect we're * going to find bird bait out here in the * middle of the...the... *
(it hits him.They ring a bell) *
...oh,no.
(beat)
No,no! Have you lost your minds?

1600 EXT. SURFACE OF PEACH 1600

EARTHWORM *
They've lost their minds! Anything but * birds. *

INT. TUNNEL/PEACH

James whispers urgently up to the Earthworm. *

JAMES
Don't worry I'm right here. Now wiggle!

EARTHWORM
No!

JAMES
But they won't come if you don't wiggle.

EARTHWORM
Exactly! And you can't make me! *

Below in the tunnel, the Centipede rushes to the Earthworm's midsection.

CENTIPEDE
Oh yeah?

He starts to tickle the Earthworm with six hands. Overwhelmed, the Earthworm finally collapses into loud hysterics.

CONTINUED:

EARTHWORM
Hey, no fair! Mockingbirds munched me mother! Ha ha ha! Ha ha ha! Please!

JAMES
Here comes the first one. Get ready to pull down there.

One bird swoops down at the worm, who flails blindly. The Centipede keeps tickling, and the poor Earthworm is forced to laugh uncontrollably while describing ghastly fates.

EARTHWORM
No! Me sisters were swallowed by swallows.Ha ha ha ha!

Try as he might, the Earthworm can't stop laughing.

Just as the bird is about to gobble the worm...

JAMES
Pull!

Both Ladybug and Grasshopper pull the Earthworm back into the tunnel.

EXT. SURFACE OF PEACH

Suddenly, James springs from the hatch, lassoes the bird with his loop. SQUAWKING, the gull takes off in flight, pulling the thread with it. James ties it to the stem.

JAMES
It worked! I got one!

INT. TUNNEL/PEACH PIT

EARTHWORM
Shhh! I hear teeth. Great, big gnashing teeth.

GRASSHOPPER
Ridiculous old boy! Birds don't have teeth.

SPIDER
I hear something too.

Then the others hear it. In the distance, an OMINOUS RUMBLING SOUND, faint at first, then getting LOUDER...

EXT. SURFACE OF PEACH

Hearing the NOISE, James puts down his loop, looks fearfully towards its source, way out in the watery expanse

JAMES
Sounds like a rhinoceros!

The Grasshopper pops up in the hatch next to James.

GRASSHOPPER
In the ocean? Scientifically impossible.

The Centipede pops up in the hatch next to the Grasshopper.

CENTIPEDE
And huge peaches are as common as cold sores.

They gaze out anxiously.Grasshopper looks through his monocle.

GRASSHOPPER'S POV - TELEPHOTO VIEW

A whirlpool with fish being drawn in a whirring swirl to its dark epicenter appears.

GRASSHOPPER
It's a school of tuna. They're being sucked into some sort of machine.

JAMES
What do you mean?

GRASSHOPPER
Take a look.

The whirlpool disappears as a huge metallic beast surfaces.

JAMES
It's a giant shark!

A plate of fish heads spews out of the shark's fin.

JAMES
(groan with dread)
Oh,fish heads!

CENTIPEDE
Give that to me! (intake of breath)
Ooh...uh oh it seems to have spotted us!

EARTHWORM
It's getting closer!

CONTINUED:

CENTIPEDE
What do we do? What do we do?

JAMES
The gulls. It's our only chance.

GRASSHOPPER
It would take the whole flock and then some. We'll never do it in time.

JAMES
We'll use Miss Spider's web for a net! Hurry!

Inside the peach, Miss Spider works frenetically to take her web down and throw it up to the top.

James hides behind the stem with the web, whilst Earthworm is thrust into view.

JAMES
Wiggle Mr.Earthworm. Our lives depend on it.

EARTHWORM
I can't.I'm all wiggled out!

The Centipede seizes the Earthworm by the throat.

EARTHWORM
Yaah!

CENTIPEDE
(darkly)
Here.Let me help you.

He hoists the Earthworm overhead and shouts to the flock of gulls.

CENTIPEDE
COME AND GET IT! GET YER FRESH, HOT WEENIE!!!

The Centipede spins around, whirling the worm in big circles.

The gulls fix on their target: the quivering worm!

The gulls dive bomb down, down, down! Closer,closer,closer!

CENTIPEDE
Come on baby!

James pops out and casts a net over the flock, trapping them.

CONTINUED: (2)

JAMES
I got 'em! Hand me the loops!

The Grasshopper clambers to the surface of the peach to help James. The Centipede also loops with his many hands.

JAMES
Hurry!

GRASSHOPPER
Shake a leg there!

They release the flock of gulls, grunting as they do so.

CENTIPEDE
Seagulls away!

ON THE GIANT SHARK

Jetting toward them, only yards away. His eyes bulge in rage at what he sees.

GIANT SHARK'S POV

The peach tethered to dozens of SCREAMING gulls, straining to lift the massive fruit. Slowly, the peach begins to rise.

JAMES
We're lifting!

THE GIANT SHARK, only a hundred yards away, opens its great jaws and fires a HARPOON shark which streaks through the air. This shark shoots into the peach penetrating right through to the pit.

Ladybug and Spider let out a "yelp"

JAMES
Oh no.

GRASSHOPPER
Oh dear.

The peach stalls in the air and is slowly drawn towards the beast.All the characters lose their balance but CENTIPEDE is knocked off the peach entirely.He manages to gain a grip on the wire that holds the harpoon to the peach. He holds on for dear life as he looks down into the jaws of the beast.

CENTIPEDE
Woah! Oohh!

The beast now fires a SCISSOR-HEAD SHARK at the strings holding the peach to the gulls.James dodges the shark and pulls the strings out of its way.

CONTINUED:

JAMES
Aaaaah!

But the shark manages to cut a few of the strings.A few gulls fly free.

JAMES
They're getting away!

GRASSHOPPER
Hop on James!
(as they get closer)
Now grab them!

James hops onto the back of the Grasshopper who leaps up, up, up into the sky. James grabs the string to the gull. James and the Grasshopper look down and see two sharks heading for the remaining seagull strings that are tied to the stem.

JAMES AND GRASSHOPPER
HEELLLPPP!!!!

The Ladybug bustles to the top the peach. Takes one look and swings into action. Spreading her wings, she leaps from the peach, and with her purse bashes two more sharks that are fired towards the strings. With each bash...

LADYBUG
Hooligans! Ruffians!(thumbs her nose)
Degenerates!!

She more than holds her own, the sharks no match for her fury. James and the Grasshopper leap back to their feet. Together, they loop bird after bird, tying their strings to the stem of the peach. James whisks back the net, releasing the birds, who bolt upward to the end of their tethers.

LADYBUG
SHAKE YER BLOOMIN' TAIL FEATHERS!!

Meanwhile, the Centipede is still holding on for dear life to the harpoon wire as he slides down its length towards the jaws of the great beast!

CENTIPEDE
Good sharkey. Nice sharkey.(He slips down the wire towards its jaws) Sweet sharkeeey!

He looks into its jaws and and in a concerted effort runs up the wire to the peach.

Spider grabs a hammer inside the pit and bashes the harpoon out of the peach just as the Centipede grabs hold of the fence.

1700 EXT. THE PEACH 1700

James and the insects CHEER as the peach sails up, up and away.

ALL INSECTS
(ad lib)
Hooray!

1700 FROM THE DECK, THEY ALL WATCH THE SHARK RECEDING FAR BELOW. 1700

CENTIPEDE
Alright! Teach you to mess with me, ya overgrown sardines! I'm from Brooklyn!

GRASSHOPPER
Oh ho ho. Pure twaddle! Every bug on board displayed extraordinary courage. Why, did you see Miss Ladybug risk life and wing to bash those brutes on the snoot?

LADYBUG
Well, they were being very rude! I can't abide rudeness.

SPIDER
We are all forget something. Everything we did was part of the brilliant plan of James.

The creatures realize, a little sheepishly, that she is right.

JAMES
It really did work, didn't it?

GRASSHOPPER
I say three cheers for James! Hip, hip...

CREATURES
HOORAY!

GRASSHOPPER
Hip, hip...

CREATURES
HOORAY!

GRASSHOPPER
Hip, hip...

CREATURES
HOORAYYYYYYY!!!!!!!

1700 CONTINUED: 1700

CENTIPEDE
NEW YORK!! (spit, spit) HERE WE COME!!

DISSOLVE TO:

THE MAP ON THE BACK OF THE TRAVEL BROCHURE

In classic "crossing the globe"style, the picture of the peach on the map moves across the Atlantic, away from the British Isles, leaving a dotted red line behind it.

DISSOLVE TO:

1750 EXT. DECK OF THE PEACH - DAY 1750

Hours have passed. Using the stem as a rudder, the Centipede aimlessly steers the peach with one hand, grasps the braid of threads to the gulls with the other. His stomach GROWLS. He sighs unhappily.

CENTIPEDE'S POV

The Grasshopper, his back to the Centipede, sits, staring out at the beautiful sky. His spindly figure morphs (or dissolves?) into a bottle of wine and wedge of cheese.

The Centipede rubs his eyes in amazement.

The lid on the bottle of wine pops up and down like a puppet mouth talking.

WINE BOTTLE
(GRASSHOPPER'S VOICE)
Are you sure you know where we're going? I don't see how you can navigate without a compass.

Shaken, the Centipede doesn't respond, turns to look at the Earthworm... and he sees it morph into a steaming hot sausage!

EARTHWORM
(SAUSAGE IS SPEAKING)
Phew! It's very hot up here! I'm roasted!

As the hallucination overtakes him, the Centipede smiles, and licks his lips hungrily. Feeling a tug on the braid of threads, he glances up.

Now the Centipede sees one of the gulls transform into a delectable roasted chicken. He salivates, CHORTLES in glee, and starts hauling in this chicken/gull's string.

We see, as the bird comes down to his level, that it is just a gull. But the Centipede is still grinning in anticipation of a meal...

1750 CONTINUED: 1750

...when the Ladybug suddenly steps in and takes a giant swing at him with her all-purpose handbag. WHAM!

LADYBUG
UNHAND THAT BIRD!!!

Her blow has loosened his grip on the gull, who bites the Centipede right on the nose.

CENTIPEDE
OWWWWWW!!!
(stung)
But I'm dyin'of hunger!

LADYBUG
Perhaps I have a bit of soda bread in here somewhere.

She rummages through her purse and, after pulling out a few improbable items, she produces a bit of soda bread.

GRASSHOPPER
(perking up)
Food?????

LADYBUG
It's not much, but...it's...ah!

The Grasshopper hops over to them.The Spider scurries over, too. The Grasshopper swipes the soda bread from the Ladybug's hand. She is stunned.

GRASSHOPPER
(grabbing the crumpet)
Not so fast!

CENTIPEDE
Hey!!

LADYBUG
(astonished)
You?????

The Grasshopper takes a bite.

GRASSHOPPER
I need this food. I have a much higher metabolism.

CENTIPEDE
Bite me!

GRASSHOPPER
What?!

1750 CONTINUED: (2) 1750

The Centipede snatches the soda bread back from the Grasshopper. *

LADYBUG
Have you two gone mad?!

GRASSHOPPER
Ah! How dare you!

CENTIPEDE
Let go of it Gramps.

GRASSHOPPER *
You insubordinate pest! Let go of my coat!

CENTIPEDE *
Give it to me! *

GRASSHOPPER
Oww! My lower thorax! *

CENTIPEDE *
I'll rip you apart! *

GRASSHOPPER *
I tell you, it's mine! *

CENTIPEDE *
Give it back! *

James turns to see pandemonium, as the Centipede and Grasshopper * get into a melee.

In the fracas, the soda bread flies overboard and sinks. *

The Grasshopper and the Centipede freeze and stare after it, mournfully. We think the fight is over...

GRASSHOPPER/CENTIPEDE *
Oohh! Now look what you've done!! *

...then suddenly they are at each other's throats all over again, * choking one another! *

As James watches this scene in dismay, the Earthworm speaks to * him. *

EARTHWORM *
We're going to starve! Waste away! *
And not quickly! Oh, no; that would be *
the easy way out! We'll linger! *
Slowly, miserably, painfully...

1750 CONTINUED: (3) 1750

JAMES
Nobody's going to starve!

During the Earthworm's rant, James looks down and presses on the surface of the peach with his foot. He has an idea.

JAMES
Don't you see? We have enough food here for five voyages!

CENTIPEDE
Food?? Where??

GRASSHOPPER
Is there really food?

CENTIPEDE
What are you talking about?

James runs over to the hatch and disappears inside. Soon he emerges holding a big chunk of peach.

JAMES
Our whole ship is made of food!

The bugs move in closer. James offers them peach and they all dig in.

LADYBUG
Oh, such a clever little boy!

CENTIPEDE
(hogging far more than his share)
Mmmm. Takes after me. (Spider takes the peach from him) Hey!

SPIDER
After <u>you</u>, there is nothing <u>left</u> to take.

GRASSHOPPER
(eating; re peach)
Delectable!

LADYBUG
Better than aphids!

SPIDER
Better than ladybugs!
(off Ladybug's glare)
Excuse.

1750 CONTINUED: (4) 1750

LADYBUG
Hmmph!

EARTHWORM
(munching morosely)
It's not dirt, but it's not bad.

The creatures are now really packing in the food; the juice drips from their chins.

CENTIPEDE
"Not bad"? It's the best thing I've ever tasted!
(boastfully)
And I... have tasted... a lot!

1800 **SONG "EATING THE PEACH"** 1800

CENTIPEDE
I'VE EATEN MANY STRANGE AND SCRUMPTIOUS
DISHES IN MY TIME,
LIKE JELLIED BUGS AND CURRIED SLUGS
AND EARWIGS COOKED IN SLIME,
AND MICE WITH RICE IS VERY NICE
WHEN THEY'RE ROASTED IN THEIR PRIME.
BUT DON'T FORGET TO SPRINKLE THEM
WITH JUST A PINCH OF GRIME.

Centipede prepares peach for the others during the instrumental segment.

CENTIPEDE
I'M CRAZY 'BOUT MOSQUITOS
ON A PIECE OF BUTTERED TOAST
AND PICKLED SPINES OF PORCUPINES.
AND THEN A GREAT BIG ROAST
AND DRAGON'S FLESH, QUITE OLD, NOT
FRESH--
IT COSTS A BUCK AT MOST...

GLOW-WORM
...A CUP OF TOAST.

JAMES GRASSHOPPER
EARTHWORM AND LADYBUG
IT COMES TO YOU IN BARRELS
IF YOU ORDER IT BY POST.

GRASSHOPPER
FOR DINNER ON MY BIRTHDAY
SHALL I TELL YOU WHAT I CHOSE?
HOT NOODLES MADE OF POODLES
ON A SLICE OF GARDEN HOSE-
AND A RATHER SMELLY JELLY
MADE OF ARMADILLO'S TOES.

1800 CONTINUED: 1800

Grasshopper holds his nose.

GRASSHOPPER
THE JELLY IS DELICIOUS,
BUT YOU HAVE TO HOLD YOUR NOSE.

Grasshopper lets go on "NOSE.". Background "Peach, peach"

Instrumental segment.

LADYBUG
I CRAVE THE TASTY TENTACLES
OF OCTOPI FOR TEA.
I LIKE HOT-DOGS, I LOVE HOT-FROGS,
AND SURELY YOU'LL AGREE
A PLATE OF SOIL WITH ENGINE OIL'S
A SUPER RECIPE.

JAMES AND EARTHWORM
RECIPE...

LADYBUG
I HARDLY NEED TO MENTION
THAT IT'S PRACTICALLY FREE.

Ladybug dances.

LADYBUG JAMES
GRASSHOPPER AND
EARTHWORM
WE HARDLY NEED TO MENTION THAT IT'S
PRACTICALLY FREE.

CENTIPEDE
NOW COMES, MY FELLOW TRAVELERS,
THE BURDEN OF MY SPEECH:

SPIDER
It's as big as your ego.

CENTIPEDE
THESE FOODS ARE RARE BEYOND COMPARE
AND SOME RIGHT OUT OF REACH;

SPIDER
Nice aim commodore.

CENTIPEDE
BUT THERE'S NO DOUBT I'D GO WITHOUT
A MILLION PLATES OF EACH.

SPIDER
Get out of my face.

1800 CONTINUED: (2) 1800

CENTIPEDE
FOR ONE SMALL MITE

ALL THE OTHERS
...ONE SMALL MITE

CENTIPEDE
ONE TINY BITE

ALL THE OTHERS
...TINY BITE.

CENTIPEDE
OF THIS FANTASTIC PEACH!

ALL THE OTHERS
PEACH, PEACH, PEACH, PEACH...AND THIS FANTASTIC PEACH!

BUGS ADLIB as food fight begins.

"Comin' at ya guvna'/ouch/hey!/watch it/ take that" etc.

The revelry builds, with the crew gorging themselves on peach and squeezing great drafts of peach juice into their mouths. At the same time, the peach is rising higher and higher...unnoticed by either the creatures or James.

1900 TOP OF PEACH (CONTINUOUS) 1900

The Centipede sits alone by the stem, steering. Happily woozy from eating the fermented peach.

1900 1900

1900 INT. PEACH (CONTINUOUS) 1900

The Spider has woven James a hammock and is gently tucking him into it. James enjoys the attention.

JAMES
You keep to yourself, don't you?

SPIDER
(Garbo-esque)
I prefer to be alone.

JAMES
I was alone for a long time too, but...I think it's much nicer to have friends.Don't you?

1900 CONTINUED: 1900

SPIDER
(wistfully)
I would not know.

JAMES
They would be your friends, too...the others, I mean...if you'd just let them.

SPIDER
No. It is in their nature to have fear of me. This I cannot change.

She tenderly draws the blanket up to James's chin.

JAMES
You're very kind to me.

SPIDER
Maybe this is because you are kind to me first.

A beat, then...

JAMES
You were the spider in my window!

SPIDER
Yes.

JAMES
You were my first friend! I mean,since I went to live with my aunts.

He shudders at the thought of them.

JAMES
They hated me!

SPIDER
Shhh.Do not think of them now.

JAMES
(suddenly sits up)
But what if they find us? What if we don't make it to New York? I'll die if I have to go back to the way I was! They can't make me!

SPIDER
Nobody can make you do anything, James. You are a brave boy.

She kisses his forehead.

1900 CONTINUED: (2) 1900

SPIDER
Now to sleep. You have had a very tired-making day.

She turns and starts away. James watches her, thoughtfully.

With a SIGH she crawls up into her web, settles down, and keeps watch. James blinks his heavy lids as he drifts off to sleep, a shaft of moonlight drifting across his face.

1950 JAMES POV - HIS DREAM 1950

James drifts into view, floating like a feather as stars magically appear against the night sky. Suddenly the image of the moon splits into two spheres. They race around each other, and when they come closer we see that they bear the faces of SPIKER AND SPONGE!

JAMES
AAAH!

AUNTS
That Rhino!

The music grows more and more menacing. Flames dance off the Aunts' heads as they zoom across the sky, CACKLING!

They CACKLE again. Their fiery heads meet and morph into a fiery head of a rhino! Then, it splits again and the two aunt comets loop and soar around until they slam into each other just over the peach, erupting in a shower of sparks and embers that turn to ash and rain down on a frightened and trembling James.

DISSOLVE TO:

2000 INT. PEACH PIT 2000

TIGHT ON JAMES

The white ash sprinkles down on his trembling face. We PULL BACK as James wakes up - not trembling, but *shivering*. And it isn't ash but snow falling on his face through the open hatchway.

JAMES
Brrrr!

GRASSHOPPER (O.S.)
This is an outrage! You are a disgrace to your phylum, class, order, genus and species!

CENTIPEDE (O.S.)
Say it in English!

2000 CONTINUED: 2000

GRASSHOPPER (O.S.)
You, sir, are an ass!

James bolts out of the hammock and scrambles up through the hatch, where he sees...

2000 EXT. TOP OF PEACH/ARCTIC REGION - DAY 2000

An icy, arctic setting. They are completely surrounded by towering icebergs that float in the dark, fog covered water. The remnants of sunken ships litter the ocean surface. Masts poke up out of the water ominously; ship hulls, turned upside down, lie cracked and splintered on floating sheets of ice.

James looks up. Ice has formed on the wings of the seagulls, slowing them way down and causing the peach to steadily lower into this watery valley of lost ships.

The insects surround the Centipede.

JAMES
Where are we? What's going on?

GRASSHOPPER
I found this dime-store timmy asleep at the helm! Now we're lost!

CENTIPEDE
We're not lost.

GRASSHOPPER
Then where are we?

CENTIPEDE
Somewhere north.
(beat)
Or possibly very far south.

GRASSHOPPER
What's your latitude? What's your longitude?

CENTIPEDE
Hey! That's personal, bub!

It's clear to the others that the Centipede has no idea what these terms mean. They back him out onto a plank of fence. Beads of sweat roll off his forehead and instantly turn to ice.

RAPIDLY OVERLAPPING DIALOGUE:

GRASSHOPPER
You said you could navigate!...

2000 CONTINUED: 2000

LADYBUG
You said you'd traveled the world!...

EARTHWORM
You said you'd been to Bora Bora!...

CENTIPEDE
(backpedaling)
Well, not Bora Bora per se...

SPIDER
What about the shores of Tripoli?!...

CENTIPEDE
Did I say Tripoli? (nervous laugh) I meant the Halls of Montezuma.

EARTHWORM
That's what you said.

GRASSHOPPER
Never have I heard such mendacity!

SPIDER
You liar!

LADYBUG
Charletan!

CREATURES, AD LIB
Liar! Liar!

JAMES
Wait!!! If he says he's seen the world, then he's seen the world. Right, Mr. Centipede?

The Centipede avoids James's look.

JAMES
Right?
(becoming doubtful)

CENTIPEDE
(quiet)
Well... I did use to live between two pages of a National Geographic.

A long beat. Everyone looks at the Centipede in shock.

CENTIPEDE
Very informative magazine, The National Geographic.
(off icy stares)
Wonderful pictures.

2000 CONTINUED: (2) 2000

GRASSHOPPER
Nitwit!

The Centipede puts up his dukes__ all eight of them (or whatever)__ and pedals them in the air. He advances on the Grasshopper, dancing and weaving like a prizefighter.

CENTIPEDE
Alright! That does it! Put 'em up! Put 'em up! Come on! Gimme yer best shot!

Suddenly the Grasshopper's hind leg flies out and bops the Centipede squarely on the nose, like a Thai kick-boxer. The Centipede drops to the ground, stunned.

CENTIPEDE
Good shot.

LADYBUG
Hmph! Serves you right!

The creatures walk away from him, followed by James.

EARTHWORM
We're going to be stuck here forever. We're going to be frozen like living statues.

LADYBUG
No cozy leaf in the park...

SPIDER
No dark hiding places.

JAMES
No New York...

ON THE CENTIPEDE

Now the Centipede is all alone. Anguished, he looks out over the surreal forest of ships and masts.

GRASSHOPPER (O.S.)
If only we had a compass.

The Centipede gets an idea. He suddenly leaps off the plank, diving into the icy water.

ON JAMES AND THE OTHER BUGS

They hear the SPLASH and look, suspecting the worst.BUGS ADLIB

2000 CONTINUED: (3) 2000

EARTHWORM
What happened?

JAMES
He jumped in! He'll die down there!

Grasshopper and Ladybug Gasp.

SPIDER
Get on my back. We are going after him.

James looks at her, moved. He turns to the other four.

EARTHWORM
I don't like the sound of this.

JAMES
Stay by the line, and when you feel two tugs, pull us up.

GRASSHOPPER
Yes of course.

He climbs on the Spider's big, fuzzy back, braces himself, then he and the Spider launch overboard, into the water.

LADYBUG
(yelling)
Be careful!

CUT TO:

2100 EXT. UNDERWATER 2100

James and the Spider descend through the icy depths. A SERIES OF DISSOLVES brings us further and further down into this eerie aquatic graveyard.

Ships of all eras litter the ocean floor; a Viking ship, half a Spanish galleon, a rusting Nazi submarine, a Russian oil tanker, the front of the Titanic, etc. They're arranged in a circle, beneath the chunks of ice.

INT. CAPTAIN'S CABIN

Centipede enters and sees the Captain slumped over a desk, as centipede approaches he sees that the Captain has his finger on a compass. Centipede blows dust off compass, snatches the compass and tries to walk away but the Captain has got hold of his suspenders! Centipede loses his friction on the floor and flies back into the Captain, knocking his head off and sending it flying into a spitoon. All the skeletons climb out of their hiding places and converge on Centipede. Push in on the Parrot on one of the skeleton's shoulders.

CONTINUED:

PARROT
Peeeeep!!

James and Spider look down from the Crows nest to see Centiped being stretched to twice his length on a windlass. Captain puts his head back on and gives the order to finish Centipede. Viking man practices some swings. Spider comes down hissing, scattering the skeletons. Centipede is flung down nto the hold door.

James struggles with the axe, lodged in the deck. As he frees the axe he knocks the Captain's head off accidentally again. Centipede winches himself up with his mouth.

Spider snags the compass from the headless Captain's neck. Eskimo Man fights Spider for the compass. Spider is sent spinning with the compass. She flies into the Captain, knocking his head off moments after he has put it back on.. Pegleg snatches DuckDude's arms to nab the compass from Spider but catches the Captain's head instead.

Parrot swoops down and grabs compass. *

PARROT *
KRA!! SQUAWK!!! *

Spider lassoes the parrot and hauls it in, compass falls to the * feet of Duck Dude. Centipede swoops in on a rope and grabs compass * in his mouth and swings back up to Crows Nest. *

EXT. TOP OF PEACH *

GRASSHOPPER *
That's the signal. *

BENEATH THE OCEAN *

The captain climbs up to the Crows Nest with the other skeletons, * ready to surround Centipede but he has slipped down the mast! At * the bottom of the mast he chews through the mast sending it * tumling. The Captain's head flies off again and lands in the a * cannon which fires it off into the distance. *

From behind him. *

CONTINUED:

PARROT
Peep!

Viking Man appears.

PARROT
Peeeep!

2150 TOP OF THE PEACH 2150

Spider and James sit on the fence, covered with Mrs.Ladybug's blankets. James is blue and shivering. His teeth chatter.

JAMES
(through chattering teeth)
It's been too long, we've got to go back.

SPIDER
Wait! Look!

Spider points to the hole in the ice. Something is bubbling up to the surface. Spider lowers down on her web to find Centipede's hat.

The Grasshopper holds the compass in his hands, clinging to it like a long lost friend.

GRASSHOPPER
I never should have pushed him into this.

Spider examines the hat, when a skeleton's axe and helmet rises up behind her.

JAMES
Miss Spider, lookout!

...the rest of the figure rises from the water. IT'S THE CENTIPEDE! He holds the skeleton arm that clutches the axe as if it were Lady Liberty's torch. He wears the helmet on his head.

The bugs are overjoyed--and so is James.

SPIDER
(happy)
It's you!

2150 CONTINUED: 2150

EARTHWORM
What, what's going on?

JAMES
Mr. Centipede, he's alright!

The Spider throws him a line and pulls him up onto the peach. He drops the skeleton arm, axe, and helmet on the peach surface.

CENTIPEDE
You can come to my rescue anytime, Toots.

They all move towards him, arms outstretched.Centipede puts the helmet on James.

CENTIPEDE
Thanks for the help down there kid. If it wasn't for you and crazy legs here, my goose woulda been cooked.

GRASSHOPPER
Please forgive my outburst earlier. I should never have been so.. rude/impatient.

CENTIPEDE
Yes you should, I deserved every rotten word of it.

Mr.Centipede takes the compass from Grasshopper.

CENTIPEDE
Now how do ya work this thing? I'm freezing my pinchers off.

Mr. Grasshopper comments as they walk toward the peach stem.

GRASSHOPPER
I believe our position puts us very close to magnetic North. If we compensate ten degrees or so (it should put us back on course.)

Centipede drapes the compass over the stem.

CENTIPEDE
(calling up to gulls)
Hey gulls! Listen up! Coffee break's over.

He plucks the strings and the ice falls off their wings.

2150 CONTINUED: (2) 2150

GRASSHOPPER
I'm sure looking forward to a hot time in the Big Apple.

CENTIPEDE
You said it Pops!

Music swells. Clouds part as the peach sails into the clear sky.

DISSOLVE TO:

2200 EXT. TOP OF THE PEACH - NIGHT 2200

The Centipede fights to stay awake at the helm, but he's too exhausted. His eyes flutter, then shut, and he drifts off to sleep. A moment later, the Grasshopper emerges from the hatch wrapped in a blanket, and sees the slumbering Centipede. But this time__ in contrast to his angry reaction at the Arctic Circle, he smiles almost fondly.

CENTIPEDE
(yawning deeply)
Oh boy, what I wouldn't do for a cup of coffee.A cup-a-Joe.(sigh)

GRASSHOPPER
I say, old sport. Came to relieve you of your duties.

CENTIPEDE
(comatose, sleep deprived)
Said I'd steer the peach...have to steer the peach...(yawning) can't quit now.

The Grasshopper tenderly moves the Centipede from the tiller, and drapes the blanket over him.

GRASSHOPPER
(softly)
Good show, old boy.

CENTIPEDE
(opening one eye)
Thanks,...umh...Mr.Grasshopper.

He assumes the Centipede's place at the helm. We MOVE DOWN the side of the peach and find...

JAMES - SITTING AT THE FAR END OF THE FENCE

Holding his brochure, he stares down into the still water where he sees himself and the peach reflected. And now he hears the VIOLIN MUSIC he heard in the first act, only closer this time. Curious, he rises and walks up the fence to...

2200 CONTINUED: 2200

THE TOP OF THE PEACH

The Grasshopper sits on his tail with his legs crossed. He plays passionately on a SMALL VIOLIN made of carefully carved sticks and twigs with grass-like fibers for the strings. James walks up behind him, listening. The SONG ends.

JAMES
That music...

The Grasshopper turns, startled.

GRASSHOPPER
(fumbling, embarrassed)
Sir James...did I disturb you? So sorry. I'll...I'll put this away...

JAMES
No, no...I like it....I used to hear it at my aunts' house...before I went to sleep. That was you, wasn't it? Or do all grasshoppers play music?

GRASSHOPPER
(a touch of vanity)
All grasshoppers--try.
(James has tapped a nerve)
I'm sure you've heard this.

He rubs his leg against his wing and creates the steady CHIRP with which we are all familiar. James nods - he's heard it.

GRASSHOPPER
Ghastly, isn't it? Cricket stuff!
(shuddering)
Music should be the voice of the soul.

JAMES
What does that mean?

GRASSHOPPER
It means that when I'm happy, my music sounds like this...
(plays a happy TUNE)
And when I'm sad...
...it's like this.
(a sad tune)

JAMES
When I was sad, I used to climb in bed with my mum and dad. But that was a long time ago...

2200 CONTINUED: (2) 2200

GRASSHOPPER
I'm sure they'd be very proud of you James,...I know we are.

2300 "FAMILY SONG" 2300

EXT. TOP OF PEACH *

GRASSHOPPER
TAKE A LITTLE TIME
JUST LOOK AT WHERE WE ARE
WE'VE COME VERY, VERY FAR
TOGETHER
AND IF I MIGHT SAY SO

CENTIPEDE *
AND IF I MIGHT SAY SO TOO *

CENTIPEDE AND
GRASSHOPPER
WE WOULDN'T HAVE GOT ANYWHERE
IF IT WEREN'T FOR YOU BOY *

LADYBUG *
LOVE
IS THE SWEETEST THING *

EARTHWORM *
LOVE
NEVER COMES JUST WHEN YOU THINK IT WILL *

SPIDER *
LOVE *
IS THE WAY WE FEEL FOR YOU *

CENTIPEDE AND *
GRASSHOPPER *
WE'RE FAMILY *
WE'RE FAMILY *

ALL THE OTHERS *
ALL OF US
AND YOU

CENTIPEDE *
THINK OF WHERE WE'D BE *
IF WE WERE ON OUR OWN

EARTHWORM *
WE'D BE DEAD

CONTINUED:

LADYBUG
YOU'RE WHAT HOLDS US ALL TOGETHER

JAMES
I AM?

CENTIPEDE
AND IF I MIGHT SAY SO

LADYBUG
AND IF WE MIGHT SAY SO TOO

ALL THE OTHERS
WE COULDN'T LOVE ANYONE
AS MUCH AS WE LOVE YOU

GLOW-WORM
LOOVE

CENTIPEDE AND SPIDER
IS THE STRANGEST THING

GLOW-WORM
LOOVE

GRASSHOPPER AND
LADYBUG
DOES EXACTLY WHAT IT WANTS TO DO

GLOW-WORM
LOOVE

CENTIPEDE
BOY, YOU KNOW IT'S TRUE

ALL THE OTHERS
WE'RE FAMILY
WE'RE FAMILY
WE'RE FAMILY
ME, ME, ME, ME AND YOU

SPIDER
ASHES TO ASHES
AND DUST TO DUST

ALL THE OTHERS
WITHOUT YOU THERE'D BE NO US-T
LOVE IS THE SWEETEST THING
LOVE DOES EXACTLY WHAT IT WANTS TO DO
LOVE, IT'S THE WAY WE FEEL FOR YOU
WE'RE FAMILY
WE'RE FAMILY

CONTINUED: (2)

JAMES
WE'RE FAMILY
ME

ALL *
AND YOU *

2400 THE SONG ENDS. THEY ALL TURN. 2400

A GLITTERING CITY IN THE DISTANCE BELOW - AN INCREDIBLE FAIRYLAND OF LIGHTS AND COLOR AND MOVEMENT.

JAMES AND THE INSECTS

...stare in awe. Can it be? James looks at the cover of his brochure.

JAMES
(softly)
New York City. We made it!

GRASSHOPPER
I can almost hear the philarmonic.

The insects CHEER. They all borrow the brochure to try to identify the sights in the distance.

Grasshopper hands the monocle to Ladybug. *

LADYBUG
I can see the park!

GLOW-WORM *
I can see lady Liberty! *

Clouds begin to obscure their view of the city. *

GLOW-WORM
Ooh bother, something's clouding up my spectacles.

The storm builds ahead of them.

JAMES *
Everyone! Hold on! *

EARTHWORM *
James do something. *

JAMES
We've got to get out of this wind.

James looks at the fence and gets an idea.

CONTINUED:

JAMES
Everyone, follow me!

CENTIPEDE
Follow you where?

JAMES
Just run! Behind me! FAST! Around the peach!

All characters run around the peach, making it propel upwards.

JAMES
It's working! Keep running! I think we can make it.

The peach whirrs as it rotates up above the clouds. It begins to rain.

She pulls umbrellas out of her purse.

LADYBUG
Here's a brollie for you James (noticing James is distarcted) What is it dearie?

JAMES
The rhino!

In a tremendous tempest, caused by the rhino, the bugs are knocked onto the fence.

The bugs are whirled upwards with the fence attached.

ALL THE OTHERS
Wooah! help! Aaaaahh! Help us!

GRASSHOPPER
James!

JAMES
Hold on!

The rhino storms around the peach, James confronts his nightmare.

In a downshot reminiscent of the prologue, we pull back from James. The rhino turns to charge.

JAMES
(to rhino)
NO!!!

CONTINUED: (2)

The rhino disintegrates, but its horn flies off slicing the strings.

WIDE SHOT OF THE PEACH

Plunging to earth now. Faster... faster... faster...

ANGLE - LOOKING STRAIGHT DOWN

...as the fantasy New York rushes madly toward us, with the Empire State Building at ground zero. Closer...closer...closer...

THUNK! A tremendous shock-wave reverberates through the peach!

James is THROWN violently. The HATCHWAY SHUTS and everything..

2700 BLACKS OUT! 2700

120 INT. THE PEACH PIT - NIGHT **LIVE ACTION** 120

A BRILLIANT BEAM OF RED LIGHT flashes through the hatchway. It continues to flash and illuminates JAMES. His head is turned away from us. When he turns around, HIS PUPPET FACE IS CRACKED. He slips his fingers in the crack and pries the two halves apart, and emerges as HIS HUMAN SELF. He feels his face, looks at his hands.

JAMES
Miss Spider..? Mr. Grasshopper..?
Hello? Is anyone there?

He looks up and sees that FLASHING RED LIGHT filtering through the half open hatchway. He crawls up the tunnel and out onto...

120a EXT. THE PEACH - NIGHT **LIVE ACTION** 120a

He gazes up at the flashing red light and we now reveal that it sits atop a STEEL SPIRE which has punctured the middle of the peach. Peach juice pours out of the wound in a steady stream.

James ties one of the severed threads to his waist, then repels over to the edge and looks down.

JAMES
(gasps in amazement)
Aaahh!

121 JAMES' POV 121

The city is laid out below him, but it's more intimidating than the brochure; tall, gray buildings, an occasional horn honk, hundreds of blinking lights.

121 CONTINUED: 121

James pulls the brochure from his pocket, stares it it, lowers it to look at the city, then stares at it again.

JAMES
(looking around)
This isn't right. Where's the Empire State Building?

A SLOW, DRAMATIC PULL BACK reveals that the Empire State Building is just below him. THE PEACH HAS landed right on top of it!

2725 EXT. NEW YORK STREET - NIGHT 2725

A WOMAN IN A BATHROBE walks her toy poodle near a fire hydrant.

SPLOOSH! -- peach juice showers down on her head.

122a A CAB sits stopped at a red light. A GRIMY STREET KID washes his window. The CABBY leans out the window. 122a

SPLOOSH! -- he's doused with the sweet liquid.

122b ON THE SIDEWALK, an earnest NEWSPAPER BOY gets soaked with peach juice. He licks his hand. YUM. Tastes good. 122b

122c A BEAT COP stops near a fruit stand, casually munching on an apple when - SPLASH! - a deluge of peach juice pours down on his hatted head. He looks up. 122c

122d BEAT COP'S P.O.V. 122d

The Empire State Building towers overhead with the GIANT PEACH Impaled on its spire.

BEAT COP
What the...?

The Woman In Bathrobe, carrying her dog, races up to him.

WOMAN IN BATHROBE
The Martians have landed! They tried to abduct my Pierre into that space ship! They covered us with slime!

The CABBY steps up.

CABBY
(pointing up at peach)
That ain't no spaceship! That's the latest bomb! And it's gonna blow us into pieces!!

CONTINUED:

The Newspaper Boy nudges between the Cabby and the Officer.

NEWSBOY
Tastes pretty good for a bomb.

122e IN A SECOND STORY WINDOW ABOVE... 122e

A STUDIOUS GIRL looks through his telescope and sees...

123 JAMES, ON THE PEACH, WAVING TO THE PEOPLE BELOW. 123

GIRL WITH TELESCOPE
Officer! There's a boy up there! *

BEAT COP
What?! A boy!?

He rushes to a nearby EMERGENCY PHONE and cranks it up.

BEAT COP (CONT'D)
(matter of fact)
Mabel! We got us a huge unidentified object here. Round. Fuzzy. Looks sort of like a giant fruit or something.
(then...)
I don't know what it is! Just send us the biggest crane in New York! * *

124 EXT. NEW YORK STREET. 124

A SQUAD CAR ZOOMS down the street, its RED SIREN LIGHT streaking across the buildings.

CURIOUS NEW YORKERS emerge from their homes, staring up at the Empire State Building, pointing, gawking.

125 EXT. TOP OF THE PEACH - NIGHT 125

James gazes down at all the commotion below. His eyes widen when he sees something in particular...

126 OMIT 126

127 EXT. CITY STREET - NIGHT 127

We hear a low grade RUMBLE as an immense shadow passes over a tenement building. CHILDREN look out their windows with awesome wonder, their heads tilting up.

128 OMIT 128

128a SEARCHLIGHTS FIRE UP UP AND PAN ACROSS THE SKY 128a

129 A HUGE TIRE wipes the frame, followed by a mass of cold steel. 129

130 LONG SHOT 130

We're looking down the street. The Empire State Building is dead ahead. Searchlights play around it as THE BIGGEST CRANE IN THE WORLD rolls up beside the large skyscraper.

131 EXT. TOP OF THE PEACH - NIGHT 131

James runs around to the other side of the peach to find...

A MAN IN A HARD HAT

lowering down towards the peach. His foot rests in a large hook attached to the end of of a thick chain.

DOWN ON THE STREET BELOW, the crowd points, cameras flash, the spotlights all hone in on the crane.

132 TOP OF THE PEACH 132

James moves to the edge of the peach. The man is right upon him.

JAMES
(pointing to brochure)
Please, sir! How do I get to the Empire State Building?

MAN IN HARDHAT
You're on top of it, kid.

Slowly, a huge smile of realization forms on James' face. He looks out, then raises his arms victoriously.

JAMES
We made it!(his tone drops) Well, I made it. *

MAN IN HARDHAT
Hang on!(signals) O.K. *

133 The MAN grabs him, attaches the huge hook to the stem, then gives the thumbs up to the crane operator. The WINCH GRINDS. The man in hard-hat holds James tight as the PEACH RISES. 133

JAMES
Have you seen any enormous bugs tonight? *

MAN IN HARDHAT
What are you talking about? *

134 LONG SHOT 134

The peach is slowly pulled off the spire, the crane pans and begins to lower the peach towards the street.

134a OMIT 134a

135 EXT. NEW YORK STREET 135

The pedestrians stare in baffled disbelief as the peach is lowered towards them, lit by at least six spotlights.

CHILDREN, some in COLORFUL PAJAMAS, others in GRIMY STREET CLOTHES, push to the front of the crowd. They gape at the descending fruit in total amazement.

A huge FLAT BED TRUCK sits parked on the street. A FIRE TRUCK backs into place just in front of it.

The peach is carefully lowered onto the loadbed, and compared to the city's concrete gray buildings, IT PRACTICALLY GLOWS!

JAMES *
Oh, I hope they made it. *

FIREMEN rush a ladder up to the peach as camera shutters CLICK and * flashbulbs FLASH. *

The MAN IN HARD-HAT pries James away from the stem and carries him, kicking and struggling, down the ladder. Flashbulbs FLASH! A THRONG OF REPORTERS moves in.

Reporter #1
Who are you?!

REPORTER #2
What is this thing?!

REPORTER #3
Where're you from?!! *

REPORTER #2
Why're you here?

ALL THREE REPORTERS
(one after another, in rapid fire)
Who!...What!...Where!...When!...Why!

James is overwhelmed. The Beat Cop intercedes.

135 CONTINUED: 135

BEAT COP
Hold yer fire, fellas. He's just a kid, for Pete's sake.
(kneeling)
It's okay, little guy. Nobody's gonna hurt you. *

2750 A LOUD SPUTTERING NOISE INTERRUPTS THE SCENE. The crowd blocks our view, but we can see PUFFS OF BLUISH SMOKE. The crowd parts and reveals that this thing is... 2750

136 SPIKER AND SPONGE - INSIDE THEIR FLATTENED CAR! 136

The car has no tires left and it SCREECHES like a train as it stops just below the peach, dragging seaweed and kelp, dripping with salt water, starfish and barnacles attached to it's side. The radiator BLOWS, spewing water like a whale's spout.

137 James is PETRIFIED at the sight of the car -- frozen stiff. The doors BUST OPEN. Water GUSHES onto the street, fish flop around on the pavement. And then, out steps... 137

SPIKER AND SPONGE

They're dripping wet, makeup so badly soaked and smeared they look like deranged clowns. A CRAB clings to Sponge's bottom. Angrily, she yanks it off, about to explode with rage when Spiker places a calming hand on her shoulder. They collect themselves and gracefully stroll towards the Beat Cop and James.

SPONGE
(with much effort, to James)
Hel-lo, little angel.

SPIKER
(to Beat Cop)
So kind of you to look after our little lost lamb.

James hides behind the Beat Cop, peering out from behind him.

BEAT COP
Umh...who are you?

SPIKER
(handing him soaked document)
We -- are the boy's legal guardians...

SPONGE
(through a fake smile and gritted teeth)
...and we've missed him soooo much.

The Beat Cop isn't so sure about these two. He eyes the document warily.

137 CONTINUED: 137

SPIKER
So, we'll just take him home now...

SPONGE
Oh...and the peach, of course.
We'll be taking that as well.

BEAT COP
Wait a minute...back up.
(to aunts)
You're telling me this thing -- is a peach?

SPIKER
Not a peach. Our peach.
(nudging Sponge)
Show him Spongie *

Sponge pulls a wrinkled snapshot out from her cleavage. She smooths it out and hands it to the Beat Cop.

138 INSERT - THE SNAPSHOT 138

The Aunts stand in front of the peach back at their house.

The Beat Cop eyes the photo, scratches his head in disbelief.

BEAT COP
Looks like it's their peach all right.

139 A MURMUR of excitement spreads through the crowd. Reporters SCRIBBLE, cameras FLASH. The Aunts relish the attention. 139

SPIKER
Yes, and we're very proud of it.

SPONGE
We're going to be in the record books, you know.

JAMES
(pleading with Beat Cop)
It isn't their peach! The Old Man gave the green things to me. That's what made it grow!

SPONGE
HOW DARE YOU DISAGREE WITH US!

Spiker puts a calming hand on Sponge's shoulder.

SPIKER
(calming Sponge, through gritted teeth)
Patience, sister. We must remember his condition.

139 CONTINUED: 139

BEAT COP
His condition?

SPONGE
Yes, he's a chronic liar. *

SPIKER
Sad, really. He needs his treatment.

SPONGE
Which is why we're here.To bring him *
home. *
(moving towards James)
So, you come with us lovie. *

She moves toward him, but James runs away and leaps up onto the hood of the flatbed truck.

JAMES
I'm not the one who's lying. They are!

MURMURS from the crowd. CAMERA FLASH. Sponge is about to blow her top, but Spiker's firm hand on her shoulder continues to hold her at bay.

SPIKER
(to Beat Cop)
As you can see, sir, it's urgent that
you release him to us immediately.

Obscured by those in the front row, we see that mysterious OLD MAN in the crowd. We may or may not be able to tell who he is.

OLD MAN
Let the boy speak!

The crowd joins in, "Yeah, let him talk" "Let's hear his story.", etc. The Beat Cop calms the crowd and steps between the aunts and James.

BEAT COP
Alright, alright let's get to the *
bottom of this. This thing is a peach. *
Alright. I'll buy that. Now, somebody *
wanna tell me how it got here?

JAMES
We attached it to a hundred seagulls.

LAUGHTER from the crowd.

SPIKER
Seagulls! Ha ha ha! *

139 CONTINUED: (2) 139

JAMES
That's what happened. Me and Miss Spider and the Centipede and the Old Green Grasshopper...

MORE LAUGHTER from the adults in the crowd but most of the children have squeezed in to the front row, and they are riveted.

SPONGE
(confirming)
He's gone mad. (a chuckle) Giant bugs...

JAMES
They were in the peach. And they were big! Bigger than me even! And there were sharks, and a big skeleton...

More LAUGHTER from the adults. Sponge laughs with them.

SPIKER
This is all something he dreamed up. *

SPONGE
Make believe...always dreaming up stories. His father was the same way...

SPONGE
Yes, yes, just like his foolish father. This is all something he dreamed up.

Spiker and Sponge force a laugh. The CROWD laughs along.

JAMES
Well, maybe it started that way...as a dream ...but doesn't everything? Those buildings, these lights, this whole city! Somebody had to dream about it first, and maybe that's what I did. I dreamed of coming here, and then I did it! I know I did. *

SPIKER
The poor dear needs his medicine. So we'll just take him...

SPONGE
...and the peach...

SPIKER
...back to our cozy little house on the hill.
(to James)
Come along. You're going home with us. *

They both move toward him.

139 CONTINUED: (3) 139

JAMES
(quiet)
No -- I'm -- not.

His refusal hits them like a slap in the face. Spiker's eye begins to twitch as she tries to keep a lid on her boiling anger.

SPIKER
What did you say?

JAMES
I said, NO -- I'M -- NOT.
(anger starting to boil)
I hate that house, and that cold room,
... and...and how I was always hungry...

SPIKER
All right, that's enough.

JAMES
...and how you beat me...

SPONGE
He's lying!

JAMES
...and told me I was nothing!

SPIKER
SHUT UP! JUST SHUT UP!!

JAMES
NO! NOT THIS TIME!!

He turns and gazes up at the peach; not boasting vainly but marveling in his accomplishment, as if he's just realized.

JAMES (CONT'D)
I flew in a giant peach across the ocean. I landed on the tallest building in the world. I made it!

He turns on the aunts, summoning up all the conviction he has within him. He points a finger at their horrifying faces.

JAMES
I'm not the one who's nothing. You are! And I'm NEVER going back with you! Not me -- AND NOT THE PEACH!

140 KIDS CHEER! Spiker and Sponge begin to quiver with anger. 140

SPIKER
How dare you speak to us like that! *

140 CONTINUED: 140

THEY LOSE IT! Spiker grabs a huge axe off the back of the fire truck, Sponge grabs a pick. Wielding them like Ninjas, they charge James.

THE CROWD RETREATS. Police leap behind cars and draw their weapons, aiming them at the two crazed women.

GRASSHOPPER
James! Up here! Do you see us?

GLOW-WORM
Hello. We're here.

All heads look up!

CENTIPEDE
Need a little help down there?

SPIDER
Look up here.

GLOW-WORM
Young James!

ANGLE - THE SKY

SIX RED UMBRELLAS fall like parachutes towards the peach. The insects cling to the handles, all of them attached to each other by a strand of the Spider's thread.

SCREAMS and SHRIEKS from the crowd. The adults run for cover - in the alley, behind cars, behind trash cans, behind street lamps.

The Aunts stare up, so frightened their bodies begin to convulse. They tremble so violently, they drop their weapons.

The Beat Cop does a huge double take.

THE INSECTS CONTINUE THEIR DESCENT, GETTING CLOSER.

SPIKER
Bugs!

SPONGE
Giant bugs!

CENTIPEDE
Hey you old biddies! Blaaa!

CENTIPEDE
Hey buddy.

LADYBUG
James, are you alright?

CONTINUED:

EARTHWORM
Hello James.

GRASSHOPPER
Hello old boy.

SPIDER
James.Sweet James. *

LADYBUG *
Here we are dear. *

BEAT COP *
Don't shoot fellas. *

JAMES
(calling up)
Miss Spider! Throw me a string!

She tosses down a strand of the Spider's thread. It's looped on the end, just like it was when they captured the seagulls.

James catches it and throws the lasso down onto...

144 SPIKER AND SPONGE 144

Perfect throw. The circle of thread falls around both of them and is immediately pulled tight as one by one...

145 THE INSECTS LAND ON THE PEACH 145

Miss Spider has already run the rest of the thread through the hook that hovers above the peach.

JAMES
Pull them up!

IN ONE GREAT HOIST, THE AUNTS ARE YANKED OFF THE STREET - they hover over the peach like a huge horse in a harness.

JAMES
(barking orders)
Spin them around...wrap them tightly...
more on the top...tighter!.. etc.

The Grasshopper drops to his back and using his powerful jumping feet, kicks the aunts so that they spin in circles. The Spider spins out more silk as the Ladybug and Centipede feed it up and down to the spinning aunts. When the spinning stops...

145a SPIKER AND SPONGE ARE COMPLETELY WRAPPED IN SPIDER'S SILK. 145a

James looks up at the aunts with the biggest smile on his face as we hear THEIR MUFFLED SCREAMS coming from inside this huge cocoon.

145a CONTINUED: 145a

The Beat Cop steps out from behind his car. He stares up at the huge bugs.

BEAT COP
Well, I'll be a ...
(addressing the crowd)
The kid was telling the truth!

Children erupt into a unified CHEER. SOME ADULTS applaud.

BEAT COP (CONT'D)
(calling to crane operator)
Get those two creeps outta here!

The COCOON swings out of view. SKEPTICAL ADULTS step out from their hiding places.

James leaps off the hood of the truck and races up the still extended ladder to the top of the peach.

JAMES *
Everyone! These are my friends. The *
ones I've been telling you about. *

All three REPORTERS rush past the Beat Cop and into three separate PHONE BOOTHS. We pan past each booth.

REPORTER #1
Stop the presses! I got a new front page! BIG BUGS IN THE BIG APPLE!

REPORTER #2
...in big bold print -- LITTLE LINDY FLIES GIANT PEACH...

REPORTER #3
HALF-PINT HERO AND HIS PEACH PIT PALS!
Right, right! Run it!

KIDS move in. A GRIMY STREET KID steps ahead of the others.

STREET KID
Can we eat some of your peach?!

James looks back to his bug friends, they nod in deference to him. He turns back and stares at all these kids surrounding the peach, staring up at him - hungry, grimy, hopeful.

CENTIPEDE *
It won't keep forever. *

JAMES
Go ahead! *

146 OMIT 146

147 The STREET KID digs his face into the peach, biting off a big hunk. The other kids follow his lead, scooping out big hunks of peach and gobbling it down with sheer delight. They're all eating and laughing and smearing peach on each other's faces as... 147

PEOPLE THROW CONFETTI FROM THEIR SECOND AND THIRD STORY WINDOWS.

The NEWSBOY steps out of the group of children, munching on a mouthful of peach. He calls up to James.

NEWSBOY
Hey! What's your name?!

147a ON TOP OF THE PEACH 147a

A huge smile forms on James' face.

James
It's James.

The confetti rains on them like snow. James, surrounded by his insect friends, watches in delight as the children below devour the huge peach.

NARRATOR (V.O.)
They ate that peach all the way down to the pit...

As the confetti continues to fall, we...

DISSOLVE TO:

148 OMIT 148

2850 **(SEQUENCE 2850)** 2850

149 EXT. CENTRAL PARK - MAGIC HOUR 149

Now, instead of confetti, THOUSANDS OF WHITE SPRING BLOSSOMS trickle from the sky on this glorious day. Central park is alive with color! We follow the blossoms down and we arrive on...

THE PEACH PIT.

NARRATOR (V.O.)
...and set it up in Central Park as a permanent home.

The pit is a beautiful brownish-purple color, with a chimney and a little round window over an elegant Georgian front door.

A carved sign over the door reads: HOME OF JAMES HENRY TROTTER. James sits on the front steps surround by...

149 CONTINUED: 149

A GROUP OF TEN CHILDREN.

They're gathered below the front steps as James, using grand gestures and facial expressions, tells them his story. OTHER CHILDREN are off to the side of the pit, playing freeze tag or hide-n-seek. The air is filed with the sound of their laughter.

NARRATOR (V.O.)
And James Henry Trotter, who once was the saddest and loneliest little boy you could find, now had all the friends in the world.

150 The peach pit door opens and the SPIDER sticks her head out. 150

SPIDER *
James, dinner is ready.

JAMES
Alright. Nearly finished. *

The children wave to the Spider, she waves back. James finishes telling his story.

NARRATOR (V.O.)
And since they were always begging him to tell the story of his adventures with the giant peach, he wished for a way to share it with everyone.

We pan over and reveal that THE NARRATOR IS THE OLD MAN and he's watching the scene with James and the children. He turns to us.

OLD MAN
And that is exactly what you have just seen.

He slightly opens his coat pocket, and a GREEN THING springs into it from O.S. He gives us a wink and when he opens his eye...IT IS COMPLETELY PEACH COLORED.

We move in on that peach colored eye and then we...

FADE TO BLACK

THE END

NOTE: OVER END CREDITS, WE SEE NEWSPAPER PHOTOS.

- James stands on a platform in front of the Empire State Building with the BEAT COP and the MAYOR who is shaking his hand and giving him the key to the city. Headline reads: "LITTLE LINDY HAILED A HERO."

- the GLOW-WORM sits atop the statue of liberty's darkened torch. Headline reads: "lady liberty loses torch. Glow-worm fills in!"
- we see the Ladybug surrounded by children. Behind her is a sign that reads LADYBUG DAY CARE. Headline reads: NEW YORK'S NEW MOTHER!"

- the Earthworm plows through a subway tunnel, wearing a hard hat with a miners light on it. Headline reads: EARTHWORM DIGS A-TRAIN TUNNEL!"

- the Grasshopper stands on a stage playing his violin. HEADLINE READS: HELD OVER! GRASSHOPPER BREAKS CARNEGIE HALL ATTENDANCE RECORD!"

- the Centipede and the Spider on the Radio City Music Hall stage, dancing. The Rockettes are lined up behind them. Headline reads: MOVE OVER FRED AND GINGER!

FINAL SHOT (FOR THOSE WHO STUCK AROUND THROUGH ALL THE CREDITS)

INT. ZOO - NIGHT

We pan past a sign that reads; INSECTS, past cages of strange looking albino bugs and unusually large insects. The pan ends on a glass cage and a sign that reads: UNIDENTIFIED EXOTIC CREATURE. Inside is the SPIKER/SPONGE COCOON - moving and twitching. We hear their muffled screams.

SPONGE
(in a state of dimentia)
I LOOK AND SMELL, I DO DECLARE AS LOVELY AS A ROSE

SPIKER
Your elbow is in my ribs.

SPONGE
JUST FEAST YOUR EYES UPON MY FACE
OBSERVE MY SHAPELY NOSE.

SPIKER
Will you please shut up?!

SPONGE
BEHOLD MY HEAVENLY SILKY LOCKS

CONTINUED:

SPIDER
Stop it!

SPONGE
AND IF I TAKE OFF BOTH MY SOCKS...

SPIKER
Quiet!

SPONGE
YOU'LL SEE MY DAINTY TOES...
(starts laughing maniacally)

SPIKER
Zoo keeper! Zoo keeper! I demand a separate cage!!

SPONGE
You demand a separate cage!? I'm the one who should have a separate cage, you old bat! Now get off my foot!

SPIKER
Zoo keeper!

SPONGE
Ignore her and unwrap me this instant!